

FILED
In the Office of the
Secretary of State of Texas

APR 29 1985

Clerk I-E
Corporations Section

ARTICLES OF INCORPORATION
OF
PARADISE ACRES IMPROVEMENT ASSOCIATION, SECTION I

ARTICLE ONE

The name of the corporation is PARADISE ACRES IMPROVMENT ASSOCIATION, SECTION I.

ARTICLE TWO

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized is to provide for the maintenance and preservation of the property subject to the recorded restrictions applicable to Paradise Acres subdivision, Section I, an existing subdivision in Polk County, Texas, to promote the health, safety and welfare of the residents within the above-described property, and

(1) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in those certain statements of restrictions applicable to the property or subdivision named above, and recorded in the Deed Records of Polk County, Texas, 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;

(2) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of such

restrictions and maintenance fund agreements; 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; and

(3) Have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Texas may by law now or hereinafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the corporation to do any act in violation of the said Nonprofit Corporation Act or any other laws of the State of Texas or United States.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 316 Seventh Street, Box 417, Onalaska, Texas, and the name of its initial registered agent at such address is E. Homer Mays, Jr.

ARTICLE SIX

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

- (1) E. Homer Mays, Jr., 316 Seventh Street, Box 417, Onalaska, Texas 77360;
- (2) Lloyd E. Felder, 5806 Heatherbrook, Houston, Texas 77085; and
- (3) Ronald A. Faulkner, 200 South Sixth Street, Highlands, Texas 77562.

ARTICLE SEVEN

The name and street address of each incorporator is:

- (1) E. Homer Mays, 316 Seventh Street, Box 417,
Onalaska, Texas 77360;
- (2) Lloyd E. Felder, 5806 Heatherbrook, Houston,
Texas 77085; and
- (3) Ronald A. Faulkner, 200 South Sixth Street,
Highlands, Texas 77562.

ARTICLE EIGHT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence Legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an organization, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954 (or the corresponding provision

of any future United States Internal Revenue law).

ARTICLE NINE

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner so as not to jeopardize the corporation's tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

E. Homer Mays, Jr.
E. HOMER MAYS, Jr., Incorporator

Lloyd E. Felder
LOYD E. FELDER, Incorporator

Ronald A. Faulkner
RONALD A. FAULKNER, Incorporator

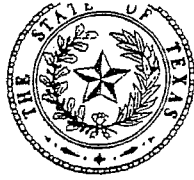
THE STATE OF TEXAS X

COUNTY OF POLK X

BEFORE ME, a notary public, on this day personally appeared E. HOMER MAYS, JR., LOYD E. FELDER, and RONALD A. FAULKNER, known to me to be the person whose names are subscribed to the foregoing document and, being by me first duly sworn, severally declare that the statements therein contained are true and correct.

GIVEN under my hand and seal of office this 20th day of April, A.D., 1985.

Mary Williamson
Notary Public, State of Texas
My commission expires: 5-31-85
Printed name of notary:
MARY Williamson



2012-1872-674

The State of Texas

Secretary of State

APR. 29, 1985

TRAVIS E. KITCHENS, JR. - EVANS & KITCHENS
P.O. DRAWER 310
GROVETON, TX. 75845

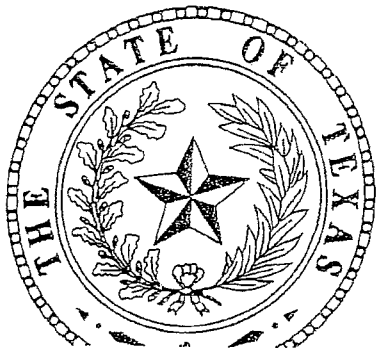
RE: PARADISE ACRES IMPROVEMENT ASSOCIATION, SECTION I
CHARTER NUMBER 749723-1

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, appearing to read "W. Daniel".

Secretary of State