MAR 07 1983

Clerk E
Corporations Section

ARTICLES OF INCORPORATION

OF

RIDGELINE TOWNHOMES AT CARROLLTON OWNERS' ASSOCIATION, INC.

(a non-profit corporation)

We, the undersigned natural persons of the age of twenty-one (21) years or more, being citizens of the State of Texas, 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 RIDGELINE TOWNHOMES AT CARROLLTON 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 said Corporation is organized are to act as agent for the civic and social benefit and betterment of the residents and property Owners of RIDGELINE TOWNHOMES AT CARROLLTON, a Planned Unit Development in Dallas County, Texas, City of Carrollton, Texas, according to the plat thereof recorded in Volume 82215, Page 2027, Records of Dallas County, Texas, and for any and all other property which is accepted by this Corporation for similar pur poses, those purposes being as follows:

(a) To exercise all of the powers and privileges and perform all of the duties and obligations of the Corporation as set forth in the Condominium Declaration and Restrictions ("Declaration") for RIDGELINE TOWNHOMES AT CARROLTON, a Planned Unit Development;

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant pursuant to the terms of the Declaration referred to hereinabove; and, as agent, to 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 disbursement, expenditures and payments on behalf of the said property Owners as required by the Declaration and by 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 for services such as garbage and rubbish collection and disposal and for property maintenance;

(f) To provide safety or police patrols;

(g) To maintain driveways, yard lights, sidewalks on the property, traffic controls and landscaping;

(h) To provide general sanitation and cleanliness of the property;

(i) To provide control of insects, rodents and animals;

(j) To provide maintenance of drainage facilities;

(k) To provide upkeep and maintenance of the property and of condominium unit exteriors as provided in the Declaration;

(l) To provide any activity authorized by the Declaration for the mutual benefit of the residents and Owners; and 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 number of Directors constituting the initial Board is three (3). The Directors need not be Members of the Corporation. The names, addresses and terms of the persons who are to serve as the initial Directors are as follows:

Name	Address
Edward J. Cook	Executive Plaza, 10th Floor 210 W. Sixth Street Fort Worth, Texas 76102
C. Edward Rabalais	Executive Plaza, 10th Floor 210 W. Sixth Street Fort Worth, Texas 76102
Carol Dolan	Executive Plaza, 10th Floor 210 W. Sixth Street Fort Worth, Texas 76102

At the first annual meeting of the Members, which shall be one year from the date hereof, one Director shall be elected for a term of three years, and at each annual meeting thereafter one Director shall be elected for a term of three years, unless the Board of Directors elects to increase the number of Directors according to the terms of the By-Laws of the Corporation, in which case Directors shall be elected at the annual meeting for terms of three years as the terms of one or more Directors expire.

ARTICLE VI

The names and addresses of the incorporators are:

Name	Address
Edward J. Cook	Executive Plaza, 10th Floor 210 W. Sixth Street Fort Worth, Texas, 76102

C. Edward Ra lais — Exec ve Plaza, 10th Floor, 210 Sixth Street, Fort Worth, Texas 76102

Carol Dolan — Executive Plaza, 10th Floor, 210 W. Sixth Street, Fort Worth, Texas 76102

ARTICLE VII

Every person or entity who is a record Owner of a fee or undivided fee interest in any Unit which is subject, by covenants of record, to assessment by the Corporation, including contract sellers, shall be a Member of the Corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from any ownership of any Unit which is subject to assessment by the Corporation. Ownership of such Unit shall be the sole qualification for membership.. Any Mortgagee or Lienholder who acquires title to any Unit which is a part of the Property, through judicial or non-judicial foreclosure, shall be a Member of the Corporation.

The Corporation shall have one class of voting membership. All Members shall be entitled to one vote for each Unit owned. When more than one person holds such interest in any Unit, all such persons shall be Members. The vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit.

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 or more of its stated purposes. The Corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IX

The street address of the initial registered office of the Corporation is 2313 East Arbrook Blvd., Arlington, Texas 76014, and the name of its initial registered agent at such address is Edward J. Cook.

IN WITNESS WHEREOF, we hereunto set out hands, this the 28 day of February, 1983.

Edward J. Cook

C. Edward Rabalais

Carol Dolan

THE STATE OF TEXAS §
§
COUNTY OF TARRANT §

I, the undersigned Notary Public, do hereby certify that on this 28 day of February, 1983, personally appeared before me,

EDWARD J. COOK,

who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.

Notary Public, State of Texas

THE STATE OF TEXAS §
§
COUNTY OF TARRANT §

I, the undersigned Notary Public, do hereby certify that on this 28 day of February, 1983, personally appeared before me,

C. EDWARD RABALAIS,

who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.

Notary Public, State of Texas

THE STATE OF TEXAS §
§
COUNTY OF TARRANT §

I, the undersigned Notary Public, do hereby certify that on this 28 day of February, 1983, personally appeared before me,

CAROL DOLAN,

who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year above written.

Notary Public, State of Texas