

ARTICLES OF INCORPORATION

OF

TIMBERLAND HOMEOWNERS' ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

MAY 20 2005

Corporations Section

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, as it may be amended, do hereby adopt the following Articles of Incorporation of such corporation:

Article 1. Name. The name of the corporation is Timberland Homeowners' Association (hereinafter called the "**Corporation**" or the "**Association**").

Article 2. Type of Corporation. The Corporation is a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act and has no capital stock.

Article 3. Duration. The Corporation shall have perpetual duration.

Article 4. Definitions. In addition to the definitions set forth herein, capitalized terms that are not defined herein shall have the meaning as defined in the Declaration of Covenants, Conditions and Restrictions for Timberland, recorded or to be recorded in the public land records of Tarrant County, Texas, as it may be amended from time to time (the "**Declaration**"), which definitions are incorporated herein by this reference.

Article 5. Registered Office and Agent. The initial registered office of the Corporation is 2800 Surveyor Blvd., Bldg. 1, Carrollton, Texas 75006-5143 and the initial registered agent at such address is Karen Clary.

Article 6. Incorporator. The name and address of the incorporator is Karen Clary, 2800 Surveyor Blvd., Bldg. 1, Carrollton, Texas 75006-5143.

Article 7. Purpose of Corporation. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. In way of explanation and not of limitation, the purposes for which it is formed are: (i) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws, and as provided by law; and (ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

Article 8. Powers of the Corporation. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or the Bylaws, may be exercised by the Board of Directors: (i) all of the powers conferred upon nonprofit corporations by the laws of the State of Texas in effect from time to time; (ii) all rights and powers conferred on property owners' associations by the laws of the State of Texas; and (iii) all powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these Articles of Incorporation, the Bylaws, the Declaration or the laws of the State of Texas.

Article 9. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Lot subject

to the Declaration, are Members of the Association and such membership is appurtenant to, and inseparable from, ownership of the Lot.

Article 10. Voting. The Members shall be divided into classes and entitled to vote in accordance with the Declaration and the Bylaws. Cumulative voting is not allowed.

Article 11. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The method of election (except for the initial Board of Directors below), removal and filling of vacancies, and the term of office shall be as set forth in the Bylaws. The Board of Directors shall consist of 3, 5 or 7 members. The initial Board of Directors shall consist of the following 3 members:

Wendy Hazelwood	2800 Surveyor, Bldg. 1 Carrollton, Texas 75006-5143
David Wehrich	2800 Surveyor, Bldg. 1 Carrollton, Texas 75006-5143
Janis Castle	2800 Surveyor, Bldg. 1 Carrollton, Texas 75006-5143

Article 12. Limitation on Directors' and Officers' Liability and Indemnification. Except as provided below in this paragraph, an officer, director or committee member of the Association is not liable to the Association or its Members for monetary damages or acts or omissions that occur in the person's capacity as an officer, director or committee member, except to the extent a person is found liable for: (i) a breach of the officer's, director's or committee member's duty of loyalty to the Association or its Members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer, director or committee member to the Association; (iii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the officer, director or committee member receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office or position; or (v) an act or omission for which the liability of an officer, director or committee member is expressly provided by an applicable statute. The liability of officers, directors and committee members of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended. The foregoing limitation on the liability of an officer, director or committee member does not eliminate or modify that person's liability as a Member of the Association.

Article 13. Dissolution. The Corporation may be dissolved with the written approval of not less than 67% of each class of Members as may be more specifically provided in the Bylaws and in accordance with the laws of the State of Texas. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation will be distributed to an appropriate public agency to be used for purposes similar to those for which this Corporation was created, or shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Any dissolution is subject to the terms of Article 15 hereof, if applicable.

Article 14. Amendment. Amendment of these Articles of Incorporation shall require approval of at least 67% of all Lot Owners.

Article 15. Conflict with Other Documents. In the event of a conflict between these Articles of Incorporation and the Declaration, the Declaration shall control. In the event of a conflict between these Articles of Incorporation and the Bylaws, these Articles of Incorporation shall control.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of May, 2005.


Karen Clary

The State of Texas



Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

Phone: 512-936-6618
Fax: 512-463-5709
TTY (800) 735-2989
www.sos.state.tx.us

Office of the Secretary of State

FAX TRANSMITTAL

5/20/05 2:19:20 PM

TO:	Linda Signer	FROM:	Texas Secretary of State - Corp. Division
COMPANY:	Centex Homes - DFW Region		
FAX:	9724170448	FAX:	(512) 463-5709
PHONE:	9724173562 -	PHONE:	

Notes:**Document Number: 91077830002****Entity Name: Timberland Homeowners' Association**

Attached is the certificate evidencing the filing of the above referenced document. If there is any problem with the transmission, please call 512-475-2144. The original and any copies will be mailed per your instructions. Please allow 3 to 7 business days for receipt.

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

Timberland Homeowners' Association
Filing Number: 800495575

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 05/20/2005

Effective: 05/20/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

Phone: (512) 463-5555
Prepared by: Jean Marchione

Come visit us on the internet at <http://www.sos.state.tx.us/>
Fax: (512) 463-5709

TTY: 7-1-1
Document: 91077830002

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

May 20, 2005

Attn: Linda Signer

Centex Homes - DFW Region
2800 Surveyor Blvd.
Carrollton, TX 75006 USA

RE: Timberland Homeowners' Association
File Number: 800495575

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: Jean Marchione

Fax: (512) 463-5709

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Roger Williams
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