

Articles of Incorporation



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

THE AVIARY HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01619143

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
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 CORPORATE 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 MAR. 2, 2001

EFFECTIVE MAR. 2, 2001



Henry Cuellar
Henry Cuellar, Secretary of State

REJ-CH



The State of Texas
Secretary of State

MAR. 5, 2001

JACK T. GANNON
211 E. FRANKLIN STREET P.O. BOX 1096
HILLSBORO ,TX 76645

RE:
THE AVIARY HOMEOWNERS ASSOCIATION, INC.

CHARTER NUMBER 01619143-01

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 that reads "Henry Cuellar".

Henry Cuellar, Secretary of State

MAR 02 2001

Corporations Secretary

ARTICLES OF INCORPORATION

OF

THE AVIARY HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Texas Non-Profit Corporation Act, hereby forms a non-profit corporation and adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

Name

The name of the corporation ("Corporation") is The Aviary Homeowners Association, Inc.

ARTICLE TWO

Status

The Corporation is a non-profit corporation.

ARTICLE THREE

Duration

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

Purpose

The purpose or purposes for which the Corporation is organized are:

A. The primary purpose for which the Corporation is organized is to be and constitute the Association to which reference such organization is made in that certain Declaration of Covenants, Conditions and Restrictions of The Aviary Addition (the "Declaration") pertaining to the Aviary Addition single-family subdivision (the "Subdivision") within the City of Murphy, Collin County, Texas, to be recorded in the Real Property Records of Collin County, Texas, as amended from time to time. The Corporation shall not engage in any purpose, action or activity which is prohibited by the Texas Non-Profit Corporation Act or any applicable law.

B. The Corporation does not contemplate pecuniary gain or profit, direct or indirect to any of its members and no part of the Corporation's net earnings inures to the benefit of any of its members, except through the acquisition, construction, management, maintenance, and care of property owned by the Corporation or through the rebate of excess membership dues, fees or assessments.

ARTICLE FIVE

Powers

The foregoing statement of corporate purposes shall be construed as a statement of both purpose and powers and not as restricting or limiting, in any way, the general powers of the Corporation as granted by the Texas Non-Profit Corporation Act, as amended.

ARTICLE SIX

Registered Office And Agent

The street address of the initial registered office of the corporation is 4925 Greenville Avenue, Suite 1020, Dallas, Texas 75206, and the name of its initial registered agent at such address is Stephen L. Sallman.

ARTICLE SEVEN

Members

The Corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class are set forth in the Declaration and the Bylaws of the Corporation.

ARTICLE EIGHT

Initial Directors

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

Stephen L. Sallman
4925 Greenville Avenue, Suite 1020
Dallas, Texas 75206

Steve Parsons
16810 Deer Park Drive
Dallas, Texas 75248

Tamara Miguez
4925 Greenville Avenue, Suite 1020
Dallas, Texas 75206

ARTICLE NINE

Limitation of Liability of Directors

A Director of the Corporation shall not be liable to the Corporation or its members for monetary damages for an act or omission in the director's capacity as a director of the Corporation, except that this Article Nine shall not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

1. a breach of the director's duty of loyalty to the Corporation or its members;
2. an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or its members or an act or omission that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
4. an act or omission for which the liability of a director is expressly provided by an applicable statute.

Any repeal or amendment of this Article Nine by the members of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of this Corporation is not personally liable as set forth in the foregoing provisions of this Article Nine, a director shall not be liable to the full extent permitted by any amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act hereafter enacted that further limits the liability of a director.

ARTICLE TEN

Indemnification

The Corporation shall have the authority to and shall indemnify and advance expenses to the directors and officers of the Corporation in such capacities in a manner and to the maximum extent permitted by applicable state or federal law. The Board of Directors may in its discretion provide for the indemnification

of other persons serving at the request of the Corporation. The Corporation may purchase and maintain liability insurance or make other arrangements for such obligations to the extent permitted by the Texas Non-Profit Corporation Act and other applicable state laws.

ARTICLE ELEVEN

Action by Written Consent

Action may be taken by use of signed written consents by the number of members of the Board of Directors of the Corporation, or the members of any committee appointed by the Board of Directors, or the members of the Corporation, whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing such consent. The consent signed by less than all of the members of the Board of Directors or the members of any committee created by the Board of Directors or the members of the Corporation shall not be effective to take intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery must be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of the books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the President or purchase executive officer of the Corporation.

The Corporation will give prompt notice of the action taken to the persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member of the Board of Directors or a committee member or a member of the Corporation, or photographic, facsimile or similar reproduction of a writing signed by a member of the Board of Directors or committee member or a member of the Corporation shall be regarded as being signed by such member of the Board of Directors or the committee member or such member of the Corporation.

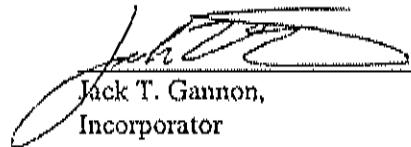
ARTICLE TWELVE

Incorporator

The name and address of the incorporator is:

Jack T. Gannon, Esq.
Sims Moore Hill & Gannon, L.L.P.
211 E. Franklin Street
P. O. Box 1096
Hillsboro, Texas 76645

IN WITNESS WHEREOF, these Articles of Incorporation have been executed to be effective as of, although not necessarily on, March 1, 2001.



Jack T. Gannon,
Incorporator