



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION OF EDWARD'S MOUNTAIN OWNERS ASSOCIATION, INC. CHARTER NUMBER 1349282-01


The undersigned, as Secretary of 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: March 21, 1995
Effective March 21, 1995

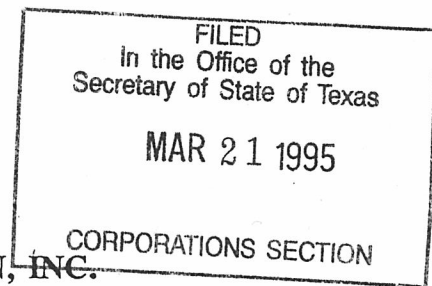




Antonio O. Garza, Jr.
Secretary of State

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ARTICLES OF INCORPORATION
OF
EDWARD'S MOUNTAIN OWNERS ASSOCIATION, INC.



I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is EDWARD'S MOUNTAIN OWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential subdivision lots within that certain tract of land described as Edward's Mountain Subdivision, being identical to the same property described in that certain subdivision plat recorded in Volume 92, Pages 332-333 of the Plat Records of Travis County, Texas, as the same may be amended from time to time (the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the corporation, and for this purpose:

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain Covenants, Conditions and Restrictions for Edward's Mountain dated December 21, 1993 applicable to the Property (hereinafter called the "Declaration") and recorded in Volume 12124, Page 1252 of the Real Property Records of Travis County, Texas and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) to fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all legal, accounting and management expenses in connection therewith and all other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the Property;

(c) to grant and convey to any person or entity the Property and/or other interest therein, including the fee title, leasehold estates, easements, rights-of-way or mortgages out of, in, on, over or under the Property for the purpose of constructing, erecting, operating or maintaining any public or quasi-public or private improvements or facilities;

(d) to acquire and own and to dispose of all manner of real and personal property, whether by grant, easement, lease, gift or otherwise;

(e) to construct new improvements or additions to the Property, subject to the approval as required by the Declaration;

(f) to enter into contracts to operate and maintain or to provide any service or perform any function pursuant to the Declaration;

(g) to pay for all utility services required for the maintenance for the Property; to maintain and repair easements, roads, rights-of-way and other areas of the Property, as appropriate;

(h) to have and to exercise any and all powers, rights and privileges that a corporation organized under the Act may now or hereafter legally have or exercise.

ARTICLE V

Every person or entity who is a record owner of a fee simple interest in any portion of the Property that is subject, by the Declaration or other covenants of record, to assessment by the corporation 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 and voting rights hereunder shall be appurtenant to and shall run with the property interest, and membership may not be severed from, or in any way transferred, pledged, mortgaged, or alienated, except together with the title to the said property interest.

ARTICLE VI

The address of its initial registered office is 4111 Medical Parkway, Suite 201, Austin, Texas 78756, and the name of its initial registered agent at such address is Randall E. Kemper.

ARTICLE VII

All powers of the corporation shall be vested in the Board of Directors. Directors shall serve one (1) year terms, shall be elected annually by a majority vote of the sum of all voting rights of the members, and may be re-elected without limitation regarding the number of terms served. 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 directors of the corporation until the first annual meeting of the members or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Randall E. Kemper	4111 Medical Parkway, Suite 201 Austin, Texas 78756
Sarah Seline	4111 Medical Parkway, Suite 201 Austin, Texas 78756
Marvin H. Seline	4111 Medical Parkway, Suite 201 Austin, Texas 78756

The Board of Directors shall have the power to alter, amend or repeal the Bylaws of the corporation or to adopt new Bylaws.

ARTICLE VIII

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Stephen O. Drenner	DRENNER & STUART, L.L.P. 301 Congress Ave., Suite 2100 Austin, Texas 78701

ARTICLE IX

The Board of Directors of the corporation, in its sole discretion, shall have the power, on behalf of the corporation, to indemnify persons for whom indemnification is permitted by Article 1396-2.22A. of the Act, as amended, to the fullest extent permissible under Article 1396-2.22A. of the Act, as amended, and may purchase such liability, indemnification and/or other similar insurance as the Board of Directors from time to time shall deem necessary or appropriate, in its sole discretion.

The corporation may purchase and maintain liability, indemnification and/or other similar insurance on behalf of itself, and/or for any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against and/or incurred by the corporation or person serving in such a capacity or arising out of his/her/its status as such a person or entity, whether or not the corporation would otherwise have the power to indemnify such person against that liability.

The power to indemnify and/or obtain insurance provided in this Article IX shall be cumulative of any other power of the Board of Directors and/or any rights to which such a person or entity may be entitled by law, the Articles of Incorporation and/or Bylaws of the corporation, contract, other agreement, vote or otherwise.

ARTICLE X

The right to cumulate votes in the election of directors, and/or cumulative voting by any member is hereby expressly denied.

ARTICLE XI

No contract or other transaction between this corporation and any person, firm, association or corporation and no act of this corporation, shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of this corporation is pecuniarily or otherwise interested, directly or indirectly, in such contract, transaction or act, or is related to or interested in such person, firm, association or corporation as a director,

shareholder, officer, employee, member or otherwise. Any director so interested or related who is present at any meeting of the Board of Directors or committee of directors at which action on any such contract, transaction or act is taken may be counted in determining the presence of a quorum at such meeting and the vote at such meeting of any such director may be counted in determining the approval of any such contract, transaction or act. No director so interested or related shall, because of such interest or relationship, be disqualified from holding his office or be liable to the corporation or to any shareholder or creditor thereof for any loss incurred by this corporation under or by reason of such contract, transaction or act, or be accountable for any gains or profits he may have realized therein.

ARTICLE XII


Pursuant to Article 1302-7.06, Texas Miscellaneous Corporation Laws Act, as amended, no member of the Board of Directors of the corporation shall be liable, personally or otherwise, in any way to the corporation for monetary damages caused in any way by an act or omission occurring in the director's capacity as a director of the corporation, except as otherwise expressly provided by Article 1302-7.06.B, as amended.

ARTICLE XIII

Any action required by the Act to be taken at any annual or special meeting of the members of the corporation, and/or any action that may be taken at any annual or special meeting of the members of the corporation, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the members not having less than the minimum number of votes that would be necessary to take such action at a meeting at which the members entitled to vote on the action

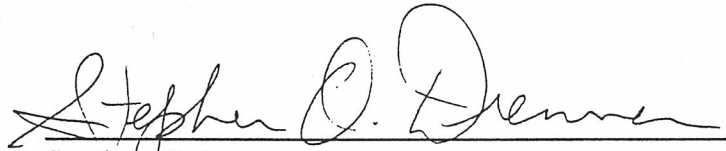
were present and voted. Such action shall be taken in accordance with the provisions of Article 1396-9.10 of the Act, as amended.

IN WITNESS WHEREOF, I have hereunto set my hand, this 21ST day of March, 1995.


Stephen O. Drenner

DISCLAIMER

I, the undersigned, being the incorporator of Edward's Mountain Association, Inc., a non-profit corporation filed with the Secretary of State of the State of Texas, do hereby disclaim any and all interests in said corporation.


Stephen O. Drenner