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FILED
In the Office of the
Secretary of Texas

ARTICLES OF INCORPORATION

JUN 08 1984

OF

Clerk C
Corporations Section

COMMON MAINTENANCE
AREA ASSOCIATION

We, the undersigned, natural persons of the age of twenty-one years or more, at least two of whom are 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 a non-stock, non-profit corporation:

ARTICLE ONE

Definitions

The following words when used in these Articles of Incorporation shall have the following meanings:

a. "Corporation" shall mean and refer to the corporation incorporated hereunder.

b. "Properties" shall mean and refer to the land and premises situated in the County and more particularly described in the Declaration as the "The Valley Ranch, Sector 10, Tracts 9 and 10, First Installment", and to such additional lands and premises as may hereafter be brought within the jurisdiction of the Corporation as permitted by the Declaration.

c. "Declaration" shall mean and refer to that certain Declaration of Covenants, Conditions, and Restrictions applicable to The Valley Ranch, Sector 10, Tracts 9 and 10, First Installment to the City of Irving, Dallas County, Texas and

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recorded in the office of the County Clerk, as the same may be amended or supplemented from time to time as therein provided.

d. "Common Areas" shall mean and refer to those areas of land designated as the Common Areas in the Declaration, together with any and all improvements that are now or may hereafter be constructed thereon.

e. "Affected Lot" shall mean and refer to any plot or tract of land shown upon any recorded subdivision plat of the Properties or a portion thereof, as amended from time to time, with the exception of any portion of such Properties which may be designated or described on such plat as "Not Platted" or "Reserve" or with words of similar meaning, or excluded from the definition of "Affected Lot" within the Declaration.

f. "Owner" shall mean and refer to every person or entity who is a record owner of fee simple title to any Affected Lot, but excluding those whose interest is held merely as security for the performance of an obligation.

g. "Member" shall mean and refer to an Owner as provided herein in Article Eight.

h. "County" shall mean and refer to Dallas County, Texas.

ARTICLE TWO

The name of the Corporation is Common Maintenance Area Association.

ARTICLE THREE

This Corporation is a non-profit corporation. The general purpose for which it is formed is to provide for maintenance and preservation of the Common Areas. The specific purposes for which this Corporation is formed include (but shall not be limited to) the following:

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a. To borrow money and to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the acquisition, construction, management, maintenance, and care of Common Areas.

b. To maintain the Common Areas for the Members.

c. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, reference to which is hereby made for all purposes.

d. To fix, levy, collect, and enforce payment of by any lawful means, all charges or assessments provided for by the terms of the Declaration and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including any licenses, taxes or governmental charges which may be levied or imposed against any property owned by the Corporation.

e. Insofar as permitted by law, to do any other thing that in the opinion of the Board of Directors will promote the common benefit and enjoyment of Common Areas by the Members; provided that no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Member, director or officer of the Corporation, or any private individual (except to the extent of distributions made on dissolution as expressly permitted herein and except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and provided further that no part of the activities of the Corporation shall be carrying on propaganda or

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otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE FOUR

The address of the initial registered office of the Corporation is 2500 South Tower, Plaza of the Americas, Dallas, Texas 75201, and the name of its initial registered agent at such address is David G. Drumm.

ARTICLE FIVE

The period of duration of the Corporation is perpetual.

ARTICLE SIX

The business and affairs of the Corporation shall be managed by a Board of five (5) Directors, who need not be Members of the Corporation. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but shall in no event be less than three (3) nor more than nine (9). The names and addresses of the persons who are to act initially in the capacity of Directors until the selection of their successors are:

Kelly Dempsey
2800 Surveyor Blvd.
P.O. Box 934
Carrollton, Texas 75006

Printice Gary
2800 Surveyor Blvd.
P.O. Box 934
Carrollton, Texas 75006

Darrell Joy
2800 Surveyor Blvd.
P.O. Box 934
Carrollton, Texas 75006

Larry Ludwig
2800 Surveyor Blvd.
P.O. Box 934
Carrollton, Texas 75006

John Peiser
2800 Surveyor Blvd.
P.O. Box 934
Carrollton, Texas 75006

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ARTICLE SEVEN

The name and street address of each incorporator is:

| | |
|-------------------|--|
| Don R. Hanmer | 2500 South Tower Plaza of the Americas Dallas, Texas 75201 |
| Charles C. Jordan | 2500 South Tower Plaza of the Americas Dallas, Texas 75201 |
| David G. Drumm | 2500 South Tower Plaza of the Americas Dallas, Texas 75201 |

ARTICLE EIGHT

Every person or entity who is now or hereafter becomes an Owner shall automatically be a Member of the Corporation, and membership shall be appurtenant to and may not be separated from ownership of an Affected Lot.

ARTICLE NINE

The Corporation shall have two classes of voting membership: Class A and Class B, and the same shall have the voting rights provided in the Declaration.

ARTICLE TEN

The Corporation shall have no stock or shares.

ARTICLE ELEVEN

Upon dissolution of the Corporation, other than incident to a merger or consolidation, any assets required to be distributed pursuant to the terms of Article 1396-6.02(1), (2), or (3) of the Texas Revised Civil Statutes shall be so distributed, and any excess assessments collected by the Corporation shall be rebated to the Owners to the extent that such rebate is permitted by a "homeowner's association"

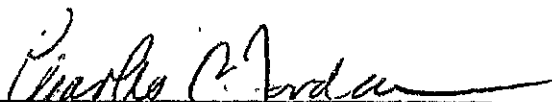
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within the meaning of Section 528 of the Internal Revenue Code and in the manner determined by the Board of Directors to most fairly take into account the amount and nature of assessments paid to the Corporation with respect to each Affected Lot from among the manners of distribution permitted in the case of a homeowner's association qualifying under Section 528 of the Internal Revenue Code. Any remaining assets both real and personal of the Corporation shall be dedicated (or contributed, in the case of reserve funds or other cash sums) to any non-profit corporation, association, trust or organization engaged in activities substantially similar to those of the Corporation and which are qualified as exempt organizations under the Internal Revenue Code of 1954 or the corresponding provisions of any United States Internal Revenue law.

IN WITNESS WHEREOF, we have hereunder set our hands this 31st day of May, 1984.



Don R. Hartner



Charles C. Jordan



David Drumm

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STATE OF TEXAS)
)
COUNTY OF DALLAS)

I, Nancy Manner, a Notary Public in and for said state and county do hereby certify that on this 31st day of MAY, 1984 personally appeared before me Don R. Hanmer, Charles C. Jordan and David Drumm, who each being by me duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

Nancy Manner
Notary Public in and for
Dallas County, Texas