

**ARTICLES OF INCORPORATION
OF SOUTHRIDGE ESTATES
HOMEOWNERS 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, hereby adopt the following Articles of Incorporation for a non-stock, non-profit corporation:

ARTICLE I

Definitions

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

- (a) "Corporation" or "Association" means the corporation incorporated hereunder.
- (b) "Owner" means and refers to every person or entity who is a record owner of a fee estate or undivided fee estate in any Lot. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation.
- (c) "Member" means each Owner.
- (d) "Lot" means any plot of land shown upon any recorded subdivision map of the Properties with the exception of the Common Area.
- (e) "Property" or the "Properties" means that certain real property described in the Declaration, and any addition brought within the jurisdiction of the Corporation.
- (f) "Common Area" means all real property owned by the Corporation.
- (g) "Common Properties" means all real property (including the improvements thereto) maintained by the Corporation for the common benefit, use and enjoyment of the Owners.
- (h) "Declaration" means and refers to that certain Declaration of Covenants, Conditions and Restrictions for Southridge Estates, Phase 1, applicable to the Property executed by Centennial Homes, Inc. and recorded in the office of the County Clerk of Denton County, Texas, as the same may be amended or supplemented from time to time as therein provided.

ARTICLE II

The name of the Corporation is Southridge Estates Homeowners Association, Inc.

ARTICLE III

This Corporation is a non-profit corporation. The general purposes for which it is formed are to promote the health, safety and welfare of the Members and to provide for the maintenance of the Common Properties. The specific purposes for which this Corporation is formed include (but shall not be limited to) the following:

(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 affairs of the Corporation.

(b) To maintain the Common Properties 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 by any lawful means of, 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 the Common Area or any other 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 the residents of the Property; 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 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 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 IV

The address of the initial registered office of the Corporation is 7557 Rambler Road, #250, Dallas, Texas 75231, and the name of its initial registered agent at such address is Capital Consultants Management Corp., ATTN: Donna Williams.

ARTICLE V

The period of duration of the Corporation is perpetual.

ARTICLE VI

The business and affairs of the Corporation shall be managed by a Board of three (3) 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:

Don Allen	Centennial Homes, Inc. 5757 Alpha Road Suite 700 Dallas, Texas 75240
Nick Serris	Centennial Homes, Inc. 5757 Alpha Road Suite 700 Dallas, Texas 75240
Ed Eakin	Centennial Homes, Inc. 5757 Alpha Road Suite 700 Dallas, Texas 75240

ARTICLE VII

The name and address of the incorporator of the Corporation is Gregory R. Knight, 200 Crescent Court, Suite 1500, Dallas, Texas 75201.

ARTICLE VIII

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 any Lot which is subject to assessment by the Corporation.

ARTICLE IX

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

ARTICLE X

Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members or directors of the Corporation may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members or directors as would be necessary to take that action at a meeting at which all the members or directors were present and voted.


ARTICLE XI

The Corporation shall have no stock or shares.

ARTICLE XI

Upon dissolution of the Corporation, other than incident to a merger or consolidation, no Member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any assets of the Corporation. The assets both real and personal of the Corporation shall be dedicated (or contributed, in the case of reserve funds or other cash sums) to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those in which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned 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 1986 or the corresponding provisions of any United States Internal Revenue law.

IN WITNESS WHEREOF, I have hereunder set my hand this 28th day of June, 1995.



Gregory R. Knight, Incorporator