

FILED
In the Office of the
Secretary of State of Texas

MAY 06 1985

Clerk I-C
Corporations Section

ARTICLES OF INCORPORATION
OF
BROOKWOOD HILLS II
HOMEOWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION

We, the undersigned natural persons of legal age, 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 such corporation:

ARTICLE I

The name of the corporation (hereinafter called the association) is BROOKWOOD HILLS II HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The specific primary purposes for which the association is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common areas within a certain subdivided tract of real property described as PHASE II, BROOKWOOD HILLS, an Addition to the City of Bedford, Texas, according to Plat thereof recorded in Volume 389/164, Page 81, Plat Records, Tarrant County, Texas, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association shall have power to:

(a) Perform all of the duties and obligations of the Architectural Control Committee as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision and recorded at Volume 7635, Page 1021, Deed Records of Tarrant County, Texas;

(b) Collect dues and charges pursuant to the terms of the By-Laws, and enforce payment thereof by any lawful means; and pay all expenses in connection with or incident to the conduct of the business of the association.

(c) Have and exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-profit Corporation Act by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by dues from members as provided in the By-Laws, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE V

The street address of the initial registered office of the association is 3612 Brookwood Blvd., Bedford, Texas 76021, and the name of its initial registered agent at such address is JAMES A. CLINE.

ARTICLE VI

Every person or entity who is a record owner ("Owner") of a fee or undivided fee interest in any lot which is subject to the Declaration but excluding persons holding title merely as security for performance of an obligation, may be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to the Declaration.

ARTICLE VII

The association shall have only one class of voting members as follows:

All Owners who are members shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned.

ARTICLE VIII

The number of directors constituting the initial board of directors of the association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Adelle Cline	3612 Brookwood Blvd., Bedford, Texas 76021
Carolee Jacobson	2100 Pine Thicket Court, Bedford, Texas 76021
Vikki Connell	3700 Oak Cove Lane, Bedford, Texas 76021

ARTICLE IX

On dissolution, the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE X

The name and street address for each incorporator is:

Name	Address
Adelle Cline	3612 Brookwood Blvd., Bedford, Texas 76021
Carolee Jacobson	2100 Pine Thicket Court, Bedford, Texas 76021
Vikki Connell	3700 Oak Cove Lane, Bedford, Texas 76021

EXECUTED AT Bedford, Texas, on April 30, 1985.

Adelle Cline
Adelle Cline

Carolee Jacobson
Carolee Jacobson

Vikki Connell
Vikki Connell

THE STATE OF TEXAS)
)
COUNTY OF TARRANT)

I, James A. Cline, a notary public, do hereby certify that on April 30, 1985, personally appeared before me, Adelle Cline, Carolee Jacobson and Vikki Connell, who each being by me first duly sworn, severally declared tht they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal the day and year above written.

James A. Cline
Notary Public, State of Texas
JAMES A. CLINE

My commission expires:
July 31, 1988