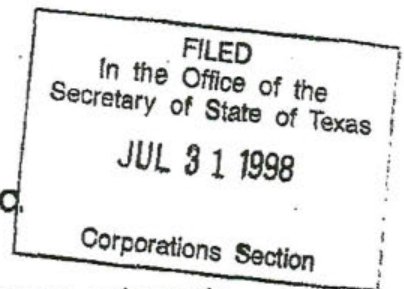


ARTICLES OF INCORPORATION
OF
EAGLE'S BLUFF COMMUNITY ASSOCIATION, INC.



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

ARTICLE ONE

The name of the Association is Eagle's Bluff Community Association, Inc.

ARTICLE TWO

The Association is a non-profit corporation.

ARTICLE THREE

The period of duration of the Association is perpetual.

ARTICLE FOUR

The purpose for which the Association is organized is to provide for the common good and general welfare of the residents of the real property described on Exhibit "A" to the Declaration of Covenants, Conditions and Restrictions of Eagle's Bluff recorded in the real property records of Cherokee County, Texas (the "Declaration"), together with such additional real property as may be subjected to the provisions of the Declaration in accordance with the provisions of Article X thereof (the "Property"), which Property is known as Eagle's Bluff. To the extent, and only to the extent, necessary to carry out such purpose, the Association (a) shall have all of the powers of a Texas non-profit corporation organized under the Texas Non-Profit Corporation Act, and (b) shall have the power and duty to exercise all of the rights, powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration.

ARTICLE FIVE

The Association shall have members. Every person or entity who is the record owner of fee simple title to any Unit shall be a member of the Association ("Member"), and such membership shall terminate only as provided in the Declaration. Membership shall be appurtenant to and may not be separated from ownership of a Unit, and ownership of a Unit shall be the sole qualification for membership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, but any mortgagee or lienholder who acquires title to any Unit, through judicial or non-judicial foreclosure, shall be a Member.

Voting rights shall be as set forth in the Declaration.

ARTICLE SIX

The Association is a non-profit corporation, without capital stock, organized solely for the purpose specified in Article Four, and no part of its property, whether income or principal, shall ever inure to the benefit of any director, officer or employee of the Association, or of any individual having a personal or private interest in the activities of the Association, nor shall any such director, officer, employee or individual receive, or be entitled lawfully to receive, any profit from the operations of the Association except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out the Association's stated purpose and reimbursement for reasonable expenses actually incurred by such person in carrying out such purpose.

ARTICLE SEVEN

The post office address of the initial registered office of the Association is 6300 Ridglea Place, # 210, Fort Worth, Texas 76116, and the name of its initial Registered Agent at such address is James R. Harris.

ARTICLE EIGHT

The affairs of the Association shall be under the direction of a Board of Directors. The number, terms of office, manner of election or appointment and qualifications of the directors shall be as set forth in the Bylaws of the Association ("Bylaws"), subject, however, to the requirements and limitations set forth in the Declaration and in the Act.

The number of directors constituting the initial Board of Directors is three (3). The name and address of each person who is to serve as director until the first annual meeting of Members and until such director's successor shall have been duly elected and qualified or, if earlier, until such director's death, resignation or removal as director, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James R. Harris	6300 Ridglea Place, # 210 Fort Worth, Texas 76116
Jeff Bridges	6300 Ridglea Place, # 210 Fort Worth, Texas 76116

Trevor Hyde

6300 Ridglea Place, # 210
Fort Worth, Texas 76116

ARTICLE NINE

The name and address of the incorporator are as follows:

NAME

ADDRESS

Stephen W. Litke

Kelly, Hart & Hallman
2500 Texas Commerce Tower
201 Main Street
Fort Worth, Texas 76102

ARTICLE TEN

To the fullest extent permitted by applicable law, a director of the Association will not be liable to the Association or its Members for monetary damages for an act or omission in the director's capacity as a director, except with respect to liability for:

- (1) A breach of the director's duty of loyalty to the Association or its Members;
- (2) An act or omission not in good faith that constitutes a breach of duty of the director to the Association 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 the director is expressly provided by an applicable statute.

If any provision of the Texas Miscellaneous Corporation Laws Act, or any other applicable Texas law, is enacted or amended, to the effect of further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the fullest extent permitted by such laws, as so enacted or amended. This Article Ten does not eliminate or limit the liability of a director to the extent that applicable law prohibits elimination or limitation of liability.

Any repeal or amendment of this Article Ten by the Members will be prospective only and may not adversely affect any limitation on the personal liability or alleged liability of a director arising from an act or omission of such director occurring prior to the time of such repeal or amendment.

ARTICLE ELEVEN

Any action which may be taken, or which is required by law, the Declaration, these Articles of Incorporation or the Bylaws to be taken at any annual or special meeting of Members may be taken without a meeting if one or more consents in writing, setting forth the action so taken, are signed by all the Members entitled to vote with respect to the subject matter thereof.

ARTICLE TWELVE

All capitalized undefined terms used herein shall have the meanings respectfully ascribed to them in the Declaration.

THE UNDERSIGNED INCORPORATOR, for the purposes of forming the Association, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true and accordingly has set his hand as of the 31st day of July 1998.



Stephen W. Litke