ARTICLES OF INCORPORATION

OF

SILVER CREEK CROSSING

PROPERTY OWNERS ASSOCIATION

ARTICLE I

The name of the Corporation is SILVER CREEK CROSSING PROPERTY OWNERS ASSOCIATION.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Corporation is organized are to act as agent for the property owners of Silver Creek Crossing, a development in the City of DeSoto, Dallas County, Texas, established pursuant to that certain Declaration of Deed Restrictions dated September 13, 1984, filed for record in Volume 84186, Pages 2780 through 2784 of the Deed Records of Dallas County, Texas (the "Declaration") and for any and all other property which is accepted by this Corporation for similar purposes, those purposes being as follows:

- a. To exercise all of the power and privileges and perform all of the duties and obligations of the Corporation as set forth in or contemplated by the Declaration;
- b. To affix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration and the ByLaws of the Corporation; and, as agent, pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Corporation including all licenses, taxes or governmental charges levied or imposed against the property of this Corporation and to make disbursements, expenditures and payment on behalf of the said property owners as required by the Declaration and the By-Laws of the Corporation; and to hold as agent for said property owners reserves for periodic repairs and capital improvements to be made as directed by the

property owners acting through the Board of Directors of the Corporation;

- c. To acquire by gift, purchase or otherwise, to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or to otherwise dispose of real or personal property in connection with the affairs of this Corporation;
- d. To borrow money, to mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- e. To provide general sanitation and cleanliness of common areas;
- f. To provide upkeep and maintenance of common areas and of building exteriors;
- g. To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of Silver Creek Crossing;
- h. To have and to exercise any and all powers, rights and privileges a corporation organized under the Non-Profit Corporation Law of the State of Texas, may now or hereafter exercise.

ARTICLE V

The street address of the initial registered office of the Corporation is 613 Deer Creek Drive, and the name of the initial registered agent at such address is Jeff Perkins.

ARTICLE VI.

The number of Directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as the initial Board of Directors are:

NAME

ADDRESS

Leslie Irvan

709 S. Cockrell Hill Road DeSoto, Texas 75115

Roxan Anderes

1325 Indian Creek Drive DeSoto, Texas 75115 Roger Paris

713 Bent Creek Drive DeSoto, Texas 75115

Robert D. Graham

404 Deer Creek Circle DeSoto, Texas 75115

Stephen Mueller

1331 Carriage Creek DeSoto, Texas 75115

ARTICLE VII.

The name and street address of the incorporator is:

NAME

ADDRESS

Robert D. Graham

404 Deer Creek Circle Desoto, Texas 75115

ARTICLE VIII.

Each and every owner of a lot in Silver Creek Crossing First Installment ("Lot") shall automatically become, and must remain, a member in good standing of the Corporation during such owner's period of ownership of such Lot. Such membership shall be appurtenant to each Lot and may not be severed from or held separately therefrom.

A member of the Corporation shall be considered to be a member in good standing and eligible to vote if such member:

- a. Has, not less than seven (7) days prior to the taking of any vote by the Corporation, fully paid all assessments or other charges levied by the Corporation then due and payable;
- b. Does not have a lien filed by the Corporation against its Lot; and
- c. Has discharged other obligations to the Corporation as may be required of members hereunder or in the ByLaws.

The Board shall have sole responsibility and authority for determining the good standing status of any member at any time, and shall make such determination with respect to all members prior to a vote being taken by the Corporation on any matter. The Board shall have the right and authority, in its sole discretion, to waive the seven (7) days prior payment requirement established herein and require only that such payment be made at any time before such vote is taken if the Board shall determine, in its own judgment, that extenuating circumstances exist which have prevented

a particular member from meeting any or all of the three requirements stated herein at or before seven (7) days in advance of any vote. Any member not conforming with the provisions of this Article shall be declared by the Board to be not a member in good standing and unless the time requirement required hereunder is specifically waived by the Board in writing prior to any particular vote being taken, shall be disqualified from voting on matters before the Corporation until such time as member in good standing status is attained and so declared by the Board.

Each member in good standing shall have one vote for each Lot owned, the membership of a person or entity in the Corporation shall terminate automatically whenever such person or entity ceases to be an owner, except that such termination shall not release or relieve any such person or entity from any liability or obligation incurred under or in any way connected with the Corporation or the Declaration during the period of ownership, nor impair any rights or remedies which the Corporation or any other owner has with regard to such former owner.

ARTICLE IX.

The Corporation is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article IV; and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, officer or employee of the Corporation, or of any individual having a personal or private interest in the activities of the Corporation nor shall any such Director, officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Corporation except a reasonable allowance for salaries or other compensation for personal services actually rendered in carrying out one (1) or more of its stated purposes.

ARTICLE X.

The affairs of the Corporation shall be managed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned hereunto-executed these Articles of Incorporation this the _____ day of November, 1988.