

JUN 30 2004

Corporations Section

**ARTICLES OF INCORPORATION
OF
MONTSERRAT HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, a natural person over the age of eighteen (18) years and a citizen of the state of Texas, acting as an incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation.

**I.
NAME**

The name of the non-profit corporation is MONTSERRAT HOMEOWNERS' ASSOCIATION, INC., a Texas non-profit corporation.

**II.
STATUS**

The corporation is a non-profit corporation.

**III.
DURATION**

The period of its duration is perpetual.

**IV.
PURPOSE**

The purposes for which the corporation is organized are to act as a homeowners' association under and pursuant to the Declaration of Covenants, Restrictions and Easements for Montserrat (the "Declaration") as recorded in the Real Property Records of Tarrant County, Texas. The corporation shall not engage in any purpose, action or activity that is prohibited by the Texas Non-Profit Corporation Act and by other applicable law. The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members.

**V.
MEMBERS**

The corporation shall have one or more classes of members. The designations of such class or classes, and the qualifications and rights of the members of each class are set forth within the Declaration and the Bylaws of the corporation.

**VI.
REGISTERED AGENT AND OFFICE**

The street address of the corporation's registered office in the State of Texas is 6000 Western Place II, Suite 465, Fort Worth, Texas 76107. The name of its registered agent at such address is Donald L. Siratt, II.

**VII.
MANAGEMENT**

The corporation is to be managed by its members until such time as a board of directors is elected as provided in the Bylaws.

**VIII.
INCORPORATOR**

The name and address of the incorporator is:

William P. Remington
Shannon, Gracey, Ratliff & Miller, L.L.P.
1000 Ballpark Way, Suite 300
Arlington, Texas 76011

**IX.
INDEMNIFICATION**

To the fullest extent permitted by applicable law, no member or officer of this corporation shall be liable to this corporation or its members for monetary damages for an act or omission in such member's or officer's capacity as an agent or officer of this corporation, except that this Article IX does not eliminate or limit the liability of a member or officer of this corporation for:

1. a breach of such member's or officer's duty of loyalty to the corporation or its members;
2. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which such member or officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such member's or officer's office;

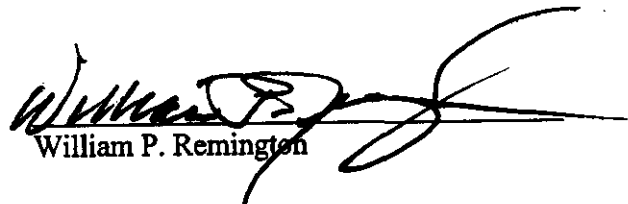
4. an act or omission for which the liability of such member or officer is expressly provided for by statute; or

5. an act related to an unlawful payment of a dividend.

Any repeal or amendment of this Article IX by the members of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a member or officer of this corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a member or officer of this corporation is not personally liable as set forth in the foregoing provisions of this Article IX, a member or officer shall not be liable to the full extent permitted by any amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act hereafter enacted that further limits the liability of a member or officer, who is acting in an official capacity on behalf of the corporation.

To the fullest extent permitted by applicable law, the corporation shall indemnify any member or officer against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a member or officer acting on behalf of the corporation in an official capacity and shall advance to such person such reasonable expenses as are incurred by him in connection therewith. The rights of members and officers set forth in this Article shall not be exclusive of any other right which members or officers may have or hereafter acquire relating to the subject matter hereof. As used in this Article IX, the terms "member" and "officer" shall mean any person who is or was a member or officer of the corporation acting in an official capacity on behalf of the corporation, any person who serves as a member of any committee and any person who, while a member or officer of the corporation or member of a committee, is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. As used in this Article IX, the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrate or investigative, any appeal in any such action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

The undersigned incorporator hereby acknowledges that the foregoing certificate of incorporation is his act and deed effective the 29th day of June, 2004.


William P. Remington

THE STATE OF TEXAS
COUNTY OF TARRANT

§
§
§

BEFORE ME, the undersigned authority, on this day personally appeared William P. Remington, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements herein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 29th day of June, 2004.

Nancy R. Armstrong
Notary Public in and for
The State of Texas

