



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

HILLCREST HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01485922

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW, THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED APR. 9, 1998

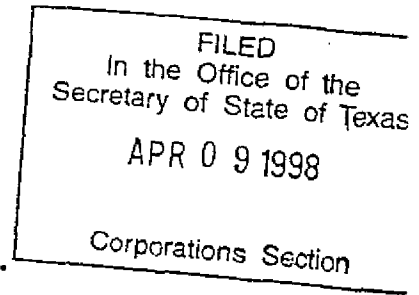
EFFECTIVE APR. 9, 1998



A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

ARTICLES OF INCORPORATION
OF
HILLCREST HOMEOWNERS ASSOCIATION, INC.



The undersigned natural person of the age of 18 years or more, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **Hillcrest Homeowners Association, Inc.**

ARTICLE II

The Corporation is non-profit corporation.

ARTICLE III

The period of duration is perpetual.

ARTICLE IV

The primary purpose for which the Corporation is organized is to administer a govern the affairs of the community known as "Hillcrest Subdivision" located in Travis County, Texas.

ARTICLE V

The Corporation is organized exclusively for non-profit purposes and does not contemplate pecuniary gain or profit to its members, officers or directors.

Notwithstanding any other provision of the Articles, the Corporation shall not carry on any activity for the profit of its members, officers, or directors, or distribute any gain, profits or dividends to its members, officers, or directors as such, except for reasonable compensation for services rendered or upon dissolution and winding up.

ARTICLE VI

The Corporation shall have and continuously maintain in the State of Texas:

1. A registered office which may be, but need not be, the same as its principal office,
and
2. A registered agent, which agent may be

- a. An individual resident of Texas whose business office is identical with such registered office, or
- b. A foreign or domestic corporation, whether or not for profit, authorized to transact business or conduct its affairs in Texas, and which has a principal or business officer identical with such registered office.

The street address of the initial registered agent of the Corporation is 1303 San Antonio, Austin, Texas, 78701, and the name of its initial registered agent at such address is Thomas Blake Buffington, Jr.

ARTICLE VII

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

<u>NAME</u>	<u>ADDRESS</u>
James W. Meredith	8716 N. Mopac, Suite 201, Austin, Tx 78759
Mary Donna Meredith	8716 N. Mopac, Suite 201, Austin, Tx 78759
Chris Blackburn	8716 N. Mopac, Suite 201, Austin, Tx 78759

ARTICLE VIII

The name and address of the incorporator is: Thomas Blake Buffington, Jr., 1303 San Antonio, Austin, Tx, 78701.

ARTICLE IX

The Corporation shall be governed by its Articles of Incorporation and Bylaws, but in any event shall not violate Texas Non-profit Corporation Act or the Texas Miscellaneous Corporation Laws Act.

ARTICLE X

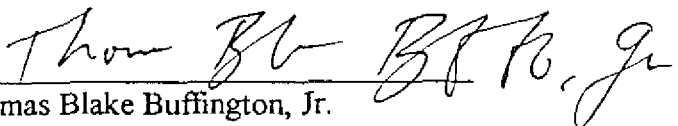
To the maximum extent provided by law, each director of the Corporation shall not be liable to the Corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director to the extent the director is found liable for:

1. a breach of a director's duty of loyalty to the Corporation or its members;
2. an act or omission not in good faith that constitutes a breach of duty of the

director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

3. a transaction from which a 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 a director is expressly provided for by statute.

EXECUTED this _____ day of _____, 1998.



Thomas Blake Buffington, Jr.
Incorporator



The State of Texas

SECRETARY OF STATE

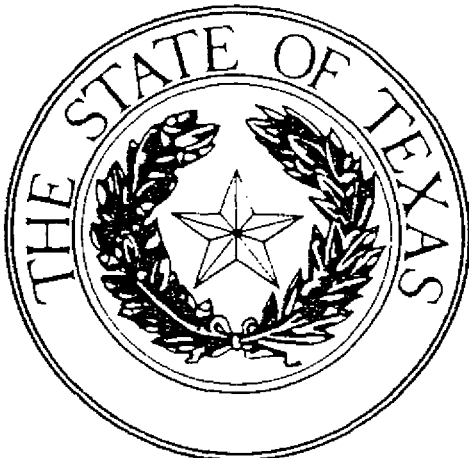
CERTIFICATE OF AMENDMENT
OF

HILLCREST HOMEOWNERS ASSOCIATION, INC.
CHARTER NO. 1485922-1

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Amendment to the Articles of Incorporation of the above corporation duly executed pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment to the Articles of Incorporation and attaches hereto a copy of the Articles of Amendment.

Dated: May 7, 1998



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Alberto R. Gonzales
Secretary of State