



PROVIDENCE

Articles



Office of the Secretary of State

June 19, 2002

Attn: Rachel Conrad

Hyatt & Stubblefield, P.C.
1200 Peachtree Center South Tower, 225 Peachtree Street NE
Atlanta, GA 30303 USA

RE: PROVIDENCE HOMEOWNERS ASSOCIATION, INC.
File Number: 800094488

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555

FAX(512) 463-5709

TTY7-1-1

Prepared by: Saleena Sahibdeen

Office of the Secretary of State

CERTIFICATE OF INCORPORATION
OF

PROVIDENCE HOMEOWNERS ASSOCIATION, INC.
Filing Number: 800094488

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 06/12/2002

Effective: 06/12/2002



Gwyn Shea

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Suleena Sahibdeen

FAX(512) 463-5709

TTY7-1-1

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

JUN 12 2002

PROVIDENCE HOMEOWNERS ASSOCIATION, INC.

Corporations Section

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, as it may be amended, do hereby adopt the following Articles of Incorporation of such corporation:

Article 1. Name. The name of the corporation is PROVIDENCE HOMEOWNERS ASSOCIATION, INC. (hereinafter called the "Corporation" or the "Association").

Article 2. Type of Corporation. The Corporation is a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act and has no capital stock.

Article 3. Duration. The Corporation shall have perpetual duration.

Article 4. Definitions. In addition to the definitions set forth herein, capitalized terms that are not defined herein shall have the meaning as defined in the Declaration of Covenants, Conditions and Restrictions for Providence, recorded or to be recorded in the public land records of Denton County, Texas, as it may be amended from time to time (the "Declaration"), which definitions are incorporated herein by this reference.

Article 5. Registered Office and Agent. The initial registered office of the Corporation is 8222 Douglas Avenue, Suite 660, Dallas, TX 75225, and the initial registered agent at such address is Phillip Huffines.

Article 6. Incorporator. The name and address of the incorporator are:

David A. Herrigel, Esq.
Hyatt & Stubblefield, P.C.
225 Peachtree Street, N.E., Suite 1200
Atlanta, Georgia 30303

Article 7. Purpose of Corporation. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. In way of explanation and not of limitation, the purposes for which it is formed are: (i) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws, and as provided by law; and (ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

Article 8. Powers of the Corporation. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or the Bylaws, may be exercised by the Board of Directors: (i) all of the powers conferred upon nonprofit corporations by the laws of the State of Texas in effect from time to time; (ii) all rights and powers conferred on property owners associations by the laws of the State of Texas; and (iii) all powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these Articles of Incorporation, the Bylaws, the Declaration or the laws of the State of Texas.

Article 9. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Lot subject to the Declaration, are Members of the Association and such membership is appurtenant to, and inseparable from, ownership of the Lot.

Article 10. Voting. The Members shall be divided into classes and entitled to vote in accordance with the Declaration and the Bylaws. Cumulative voting is not allowed.

Article 11. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The method of election (except for the initial Board of Directors below), removal and filling of vacancies, and the term of office shall be as set forth in the Bylaws. The Board of Directors shall consist of three or five members. The initial Board of Directors shall consist of the following three members:

Phillip W. Huffines
8222 Douglas Avenue
Suite 660
Dallas, TX 75225

Donald D. Huffines
8222 Douglas Avenue
Suite 660
Dallas, TX 75225

Elvio P. Bruni
8222 Douglas Avenue
Suite 660
Dallas, TX 75225

Article 12. Limitation on Directors and Officers Liability and Indemnification. Except as provided below in this paragraph, an officer, director or committee member of the Association is not liable to the Association or its Members for monetary damages or acts or omissions that occur in the persons capacity as an officer, director or committee member, except to the extent a person is found liable for: (i) a breach of the officers, directors or committee members duty of loyalty to the Association or its Members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer, director or committee member to the Association; (iii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the officer, director or committee member receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the persons office or position; or (v) an act or omission for which the liability of an officer, director or committee member is expressly provided by an applicable statute. The liability of officers, directors and committee members of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended. The foregoing limitation on the liability of an officer, director or committee member does not eliminate or modify that person's liability as a Member of the Association.

Article 13. Dissolution. The Corporation may be dissolved with the written approval of not less than 67% of each class of Members as may be more specifically provided in the Bylaws and in accordance with the laws of the State of Texas. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation will be distributed to an appropriate public agency to be used for purposes similar to those for which this Corporation was created, or shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Any dissolution is subject to the terms of Article 15 hereof, if applicable.

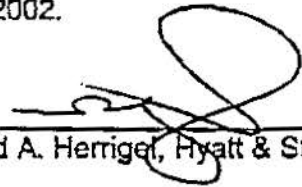
Article 14. Amendment. Amendment of these Articles of Incorporation shall require approval of at least 67% of all Lot Owners.

Article 15. VA/HUD. So long as there is a Class B membership, the following actions shall require the prior approval of HUD or VA: annexation of additional properties, mergers and

consolidations, mortgaging of Common Area, and dissolution and amendment of these Articles of Incorporation.

Article 16. Conflict with Other Documents. In the event of a conflict between these Articles of Incorporation and the Declaration, the Declaration shall control. In the event of a conflict between these Articles of Incorporation and the Bylaws, these Articles of Incorporation shall control.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of June, 2002.


_____, Incorporator
David A. Herrigel, Hyatt & Stubblefield, P.C.