

ARTICLES OF INCORPORATION**OF****HOMEOWNER'S ASSOCIATION OF TWIN MILL FARMS, INC.**

FILED
In the Office of the
Secretary of State of Texas
JAN 19 2005

Corporations Section

I, the undersigned natural person, over the age of 18 years, acting as an incorporator, adopt the following Articles of Incorporation for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I**NAME**

The name of the corporation is HOMEOWNER'S ASSOCIATION OF TWIN MILL FARMS, INC., hereinafter called the "Association."

ARTICLE II**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Association's initial registered office is 9285 Huntington Square, Suite 100, North Richland Hills, Texas, 76180, and the name of the initial registered agent at such office is Douglas H. Gilliland.

ARTICLE III**PURPOSE AND POWERS OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Properties within that certain tract of property described in Article XII, below, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Office of the County Clerk of Tarrant County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth herein at length;

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OF

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(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; provided, however, the Common Properties cannot be mortgaged without the consent of at least two-thirds (2/3) of the members excluding the Declarant (as such term is defined in the Declaration);

(e) dedicate, sell or transfer all or any part of the Common Properties to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members (excluding Declarant), agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Properties, provided that, except as provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act, as amended, may now or hereafter have or exercise.

ARTICLE IV

RESTRICTIONS AND REQUIREMENTS

The Association may not pay dividends or other Association income to its directors, members or officers. The Association may not take any action prohibited by the Texas Non-Profit Corporation Act, as amended. The Association may not engage in any activities, except to any insubstantial degree, that do not further its purposes as set forth in these Articles. Regardless of any other provision herein or of state law, the Association may not:

(a) engage in activities or use its assets in manners that do not further one or more non-profit purposes, as set forth in these Articles, except to an insubstantial degree;

(b) permit any part of the Association's net earnings to inure to the benefit of any director, officer or member of the Association or any private individual; or

(c) carry on an unrelated trade or business, except as a secondary purpose related to the Association's primary, non-profit purposes.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants or record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as a security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have three (3) classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. Class B members shall be any bona fide Owner who is engaged in the process of constructing a residential dwelling on any Lot for sale to consumers. Class B members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership. The Class B membership shall cease, and each Class B member shall become a Class A member on the earlier to occur of:

- (a) the date that the total number of votes outstanding in the Class A membership equals the total number of votes outstanding in the Class C membership; or
- (b) the tenth (10th) anniversary of the date of the Declaration.

Class C. The Class C member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to six (6) votes for each Lot owned.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, who need not be members of the Association. Subject to the foregoing sentence, the number of the directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Douglas H. Gilliland	9285 Huntington Square, Suite 100 North Richland Hills, TX 76180
Nancy Esparza	9825 Huntington Square, Suite 100 North Richland Hills, TX 76180
Bonnie Catt	9285 Huntington Square, Suite 100 North Richland Hills, TX 76180

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The Association shall exist perpetually.

ARTICLE X

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI

FHA/VA APPROVAL

As long as the Class C member holds a majority of the voting rights in the Association, certain actions specified in the Declaration require prior approval of the Federal Housing Administration, the Department of Housing and Urban Development or the Veteran's Administration.

ARTICLE XII

PROPERTY

The real estate described in the attached Exhibit "A", a portion of which has been platted as Twin Mills, an Addition to the City of Fort Worth, Tarrant County, Texas, according to Plat recorded in Cabinet A, Slide 9774/9775, Plat records, Tarrant County, Texas.

ARTICLE XIII

INCORPORATOR

The name and address of the incorporator is:

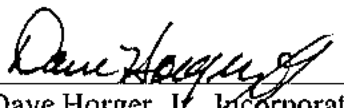
NAME

ADDRESS

Dave Horger, Jr

9285 Huntington Square, Suite 105
North Richland Hills, TX 76180

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, I, the undersigned, being the incorporator of this Association, have executed these Articles of Incorporation this 18th day of January, 2005.



Dave Horger, Jr., Incorporator