

MAR 13 2001

**ARTICLES OF INCORPORATION
OF
WOODLANDS OF PLANO HOMEOWNERS ASSOCIATION, INC.** Corporations Section

Pursuant to Article 3.02 of the Texas Non-Profit Corporation Act, the undersigned natural person of the age of eighteen years or more, acting as Incorporator of a non-profit corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation for the corporation.

**ARTICLE I
Name of Corporation**

The name of the corporation is Woodlands of Plano Homeowners Association, Inc.

**ARTICLE II
Non-Profit Corporation**

The corporation is a non-profit corporation.

**ARTICLE III
Duration**

The duration of the corporation is perpetual.

**ARTICLE IV
Purpose**

The corporation is the "Association" referred to in that certain Declaration of Covenants, Conditions and Restrictions for Woodlands of Plano and Provisions for Woodlands of Plano Homeowners Association dated August 30, 2000, recorded under Clerk's File No. 2000-0094597 in the Real Property Records of Collin County, Texas (the "Declaration of Covenants"), and the corporation shall have the rights and duties of the "Association" under the Declaration of Covenants. In exercising these Articles of Incorporation, the undersigned incorporator of the corporation is acting on behalf of the "Declarant" (as defined in the Declaration of Covenants). The purposes for which the corporation is organized are (i) to provide a safe and healthy community for the residents of the Woodlands of Plano community by providing educational, civic, benevolent, patriotic, social, fraternal, aesthetic and recreational opportunities (ii) to govern the provisions and terms of the Declaration of Covenants and (iii) to conduct any and all lawful business.

In furtherance thereof, the corporation may receive property by gift, devise or bequest, invest and reinvest the same and apply the income and principal thereof as the Board of Directors may from

time to time determine, either directly or through contributions, to any charitable organization or organizations exclusively for charitable and educational purposes.

In furtherance of its exclusively charitable and educational corporate purposes, the corporation has all the general powers enumerated in Article 2.02 of the Texas Non-Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE V Membership Provisions

The members of the corporation consist of every person or entity who is record Owner of a free or undivided interest in any Lot which is subject to the jurisdiction of and to assessment by the Association, provided however, that any person or entity holding an interest in any such Lot or Lots merely as security for the performance of an obligation, shall not be a member.

As used herein, "Lot" or "Lots" shall mean any parcel or parcels or land within the real property governed by the Declaration of Covenants (the "Property") shown as a subdivided lot on the plat of Property, together with any and all improvements located thereon.

As used herein, "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot or portion of a Lot within the Property, including contract sellers but excluding those having interest merely as security for the performance of an obligation.

ARTICLE VI Registered Office and Agent

The address of the initial registered office of the corporation is c/o Haynes Development Company, 17817 Davenport Road, Suite 210, Dallas, Texas 75252 and the name of its initial registered agent at that address is Ronald N. Haynes, Jr.

ARTICLE VII Initial Directors

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

<u>Name</u>	<u>Address</u>
Ronald N. Haynes, Jr.	17817 Davenport Road, Suite 210 Dallas, Texas 75252
Joyce Haynes	17817 Davenport Road, Suite 210 Dallas, Texas 75252
Patricia Kay Bales	17817 Davenport Road, Suite 210 Dallas, Texas 75252

ARTICLE VIII
Incorporator

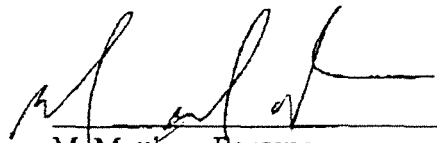
The name and address of the Incorporator is:

M. Matthew Fontane	2001 Ross Ave. Suite 3000 Dallas, Texas 75201
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ARTICLE IX
Action by Written Consent

Any action required by law to be taken at a meeting of the directors of the Corporation or any action that may be taken at a meeting of the directors of or of any committee may be taken without a meeting if a consent in writing, setting forth the actions to be taken, is signed by a sufficient number of directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted, provided that all other requirements of law to make such written consent effective to take the action are met.

IN WITNESS WHEREOF, the incorporator above listed has executed these Articles of Incorporation on March 13, 2001.



 M. Matthew Fontane