

FILED
In the Office of the
Secretary of State of Texas

ARTICLES OF INCORPORATION

MAY 19 2000

OF

Corporations Section

CASTLEGATE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person of the age of twenty-one (21) years or more, a citizen of the State of Texas, acting as incorporator of a corporation (hereinafter called the "Corporation") under the Texas Non-Profit Corporation Act (hereinafter called the "Act"), do hereby adopt the following Articles of Incorporation for the Corporation.

ARTICLE ONE

The name of the Corporation is Castlegate Townhomes Homeowners Association, Inc.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the Corporation is organized are:

(1) To organize and develop and promote the Castlegate Townhomes Homeowners Association, Inc. described as the homes and property located on Lots 1-28, Block 1, Castlegate Addition, a Planned Unit Development, to the City of Waco, McLennan County, Texas, (the "Property") and desires to create thereon a residential community with permanent open spaces and other common facilities for the benefit of the said community.

(2) To promote the public interest of the City of Waco, McLennan County, Texas.

(3) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

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(4) Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

(5) Upon dissolution of the corporation and the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, educational organizations or other organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE FIVE

Members of the corporation shall consist of those persons owning real property in Waco, McLennan County, Texas, located within the Property described above in Article Four. The voting control of the association is vested in the owners of the individual properties.

ARTICLE SIX

The street address of the initial registered office of the corporation is 200 W. Highway 6, Suite 225, Waco, Texas 76712; and the name of its initial registered agent at such address is Glen Screws.

ARTICLE SEVEN

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 elected to serve as the initial Directors until their successors shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Glen Screws	P. O. Box 8680 Waco, Texas 76714
Lucy Screws	P. O. Box 8680 Waco, Texas 76714
Sandra Marie Holecek	P. O. Box 8680 Waco, Texas 76714

ARTICLE EIGHT

The Corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under the Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas Franchise Tax.

ARTICLE NINE

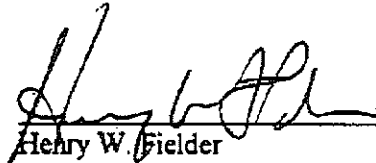
The Corporation shall not pay dividends or other corporate income to its Directors or Trustees or otherwise accrued distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Texas Non-Profit Corporation Act.

ARTICLE TEN

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Henry W. Fielder	510 N. Valley Mills Dr., Suite 500 Waco, Texas 76710

IN WITNESS WHEREOF, I have hereunto set my hand, this 19th day of May, 2000.


Henry W. Fielder