

ARTICLES OF INCORPORATION
OF
HEATH CROSSING HOMEOWNERS ASSOCIATION

The undersigned natural person, being at least eighteen years of age, acting herein as the incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (the "Corporation") is HEATH CROSSING HOMEOWNERS ASSOCIATION.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to promote the health, safety, welfare, recreation, common benefit and enjoyment of the Members of the Corporation within that certain property known as Heath Crossing (the "Community"), a residential community situated in Bexar County, Texas, as provided for and more particularly described in the Declaration (hereinafter described), and to provide for acquisition, management, maintenance and care of the Common Properties in the Community and for these purposes 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 Master Declaration of Covenants, Conditions and Restrictions for Heath Crossing, to be recorded in the Official Public Records of Real Estate of Rockwall County, Texas, as the same may be amended from time to time as therein provided (the "Declaration");

(b) Fix, levy and collect 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 affairs 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 (including, without limitation, the Common Properties) in connection with the affairs of the Association;

(d) Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation law of the State of Texas by law may now or hereafter have or exercise, subject, however, to any limitations set forth in these Articles of Incorporation, the Declaration and the By-Laws of the Corporation.

ARTICLE V

Every person or entity who is a record Owner of a fee or undivided fee interest in any Lot shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest in a Lot merely as security for the performance of an obligation. Membership shall be appurtenant to ownership of a Lot and may not exist in favor of a person or entity that is not such an owner. The rights and duties of the Members of the Association are set forth more fully in the Declaration and the By-Laws of the Corporation. The capitalized terms used above in this Article V and elsewhere in these Articles of Incorporation shall have the same meanings given to them in the Declaration, unless otherwise specifically provided.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors consisting of two (2) persons. Directors shall be elected in accordance with the By-Laws of the Corporation. The two (2) persons constituting the initial Board of Directors and the addresses of such persons are as follows:

<u>Name</u>	<u>Address</u>
W.T. Field	2505 N. Plano Road Suite 3000 Richardson, Texas 75082
George A. Field, III	2505 N. Plano Road Suite 3000 Richardson, Texas 75082

ARTICLE VII

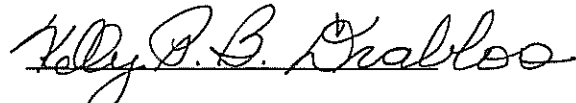
The post office address of the Corporation's initial registered office is 2505 N. Plano Road, Suite 3000, Richardson, Texas 75082, and the name of the Corporation's initial registered agent at such address is W. T. Field.

ARTICLE VIII

The following person, who is at least eighteen (18) years of age and whose name and address is set forth below, is the incorporator of the Corporation:

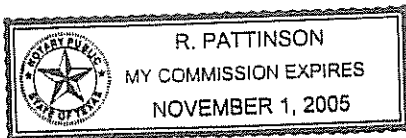
Kelly P.B. Drablos	2505 N. Plano Road Suite 3000 Richardson, Texas 75082
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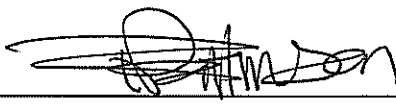
IN WITNESS WHEREOF, for the purpose of forming the Corporation under the laws of the State of Texas, the undersigned, constituting the incorporator of the Corporation, has executed these Articles of Incorporation this 6th day of May, 2005.


Kelly P.B. Drablos

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on this 6th day of May, 2005, by Kelly P.B. Drablos, who, being duly sworn, declared that he is the incorporator of the corporation and that he executed the foregoing document in the capacity set forth, and that the statements therein contained are true.





Notary Public in and for the
State of Texas