

**ARTICLES OF INCORPORATION
OF
SABLE CREEK OWNERS ASSOCIATION, INC.**

I, the undersigned natural person over the age of eighteen (18) years, acting as Incorporator, adopt the following Articles of Incorporation for **SABLE CREEK OWNERS ASSOCIATION, INC.** (the "Corporation").

**ARTICLE 1
NAME**

The name of the Corporation is **SABLE CREEK OWNERS ASSOCIATION, INC.**

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE 3
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 4
PURPOSES**

The purposes for which the Corporation is formed are to do any and all things that are lawful and necessary, proper, or desirable in operating for the peace, health, comfort and general benefit of the members of the Corporation, including without limitation, the exercise of all of the powers and privileges and the performance of all of the duties and obligations of the Corporation as set forth in the Declaration of Covenants, Conditions and Restrictions for Sable Creek (the "Declaration"), to be recorded in the Real Property Records of Denton County, Texas, and their subsequent amendments, and the Corporation's Bylaws, and to do any and all other acts, levies, collections, enforcements, acquisitions, lending transactions, construction and maintenance obligations and any and all other powers, rights and privileges that a Corporation organized under the Texas Non-Profit Corporation Act, by law may now or at a later time have to exercise.

**ARTICLE 5
POWERS**

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE 6
RESTRICTIONS AND REQUIREMENTS

The Corporation may not pay dividends or other corporate income to its Directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.

ARTICLE 7
MEMBERSHIP

The Corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class are set forth in the Declaration and the Bylaws of the Corporation.

ARTICLE 8
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 5153 W. Plano Parkway, Plano, Texas 75093. The name of the initial registered agent at this office is **C. J. SMITH**.

ARTICLE 9
MANAGING BODY OF CORPORATION

The management of the Corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The Bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial Board of Directors will consist of three (3) persons at the following addresses:

<u>Name</u>	<u>Address</u>
C. J. SMITH	5153 W. Plano Parkway Plano, Texas 75093
M. L. SCHEHIN	P.O. Box 292 Wellborn, Texas 77881
<u> </u> M. G. TODD	6454 LeBlanc Place Rancho Palos Verdes, California 90275

The number of Directors may be increased or decreased as provided in Bylaws. The number of Directors may not be decreased to fewer than three.

Any action required by the Texas Non-Profit Corporation Act, these Articles, or the Bylaws or the Declaration to be taken at a meeting of the members or directors of a corporation or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were

present and voted.

ARTICLE 10 LIMITATION ON LIABILITY OF DIRECTORS

A Director is not liable to the Corporation for monetary damages for an act or omission in the Director's capacity as Director except as otherwise provided by a Texas statute.

ARTICLE 11 INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer, Director or other person related to the Corporation as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification. As the Bylaws provide, the Board of Directors may define the requirements and limitations for the Corporation to indemnify Directors, officers, or others related to the Corporation.

ARTICLE 12 CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13 INCORPORATORS

The name and street address of the incorporator is:

Name of Incorporator

Address

Amy L. Clough

302 Holleman Drive East, Suite 76
College Station, Texas 77840-7000

ARTICLE 14 DISSOLUTION

The Corporation may be dissolved in accordance with the limitations set out in the Declaration. The Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for non-profit purposes. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntarily or involuntarily, the Directors shall dispose of the property and assets of the Corporation in such manner as they, in the exercise of their discretion (as set forth in the Declaration), deem appropriate; provided, however, that such disposition shall be exclusively in the furtherance of the object and purposes for which the Corporation is formed and shall not accrue to the benefit of any Director of the Corporation or any organization which engages in any activity in which the Corporation is precluded from engaging.

Executed this ____ day of _____, 2005.

Amy L. Clough, Incorporator