

**ARTICLES OF INCORPORATION
OF
CASTLE HILL BURLESON HOMEOWNERS ASSOCIATION, INC.**

OCT 12 1999

Corporations Section

The undersigned, a natural person over the age of eighteen (18) years and a citizen of the State of Texas, acting as an incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Article of Incorporation for such a corporation.

**ARTICLE ONE
NAME**

The name of the nonprofit corporation (hereinafter called the "Association") is Castle Hill Burleson Homeowners' Association, Inc.

**ARTICLE TWO
STATUS**

The Association is a non-profit corporation.

**ARTICLE THREE
DURATION**

The period of its duration is perpetual.

**ARTICLE FOUR
PURPOSE**

The purpose for which the Association is organized is to be and constitute the Association to which reference is made in the "Declaration of Covenants, Conditions and Restrictions" for Castle Hill, (the "Declaration") instrument pertaining to the single-family subdivision within the City of Burleson ; Johnson and Tarrant Counties of Texas, as recorded (and amended from time to time) in the official Real Property records of Johnson and Tarrant Counties of Texas. The association shall not engage in any purpose, action or activity, which is prohibited by the Texas non-profit Corporation Act and by other applicable law. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members.

**ARTICLE FIVE
MEMBERS**

The association 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 within the Declaration and the By-Laws of the Association.

**ARTICLE SIX
INDEMNIFICATION**

To the full extent permitted by applicable law, no director or officer of this Association shall be liable to this Association or its members for monetary damages for an act or omission in such director's or officers capacity as a director or officer of this Association for:

1. a breach of such director's or officer's duty of loyalty to this Association or its members;
2. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;

3. a transaction from which such director or officer received an improper benefit whether or not the benefit resulted from an act taken within the scope of such director's or officer's office; or
4. an act or omission for which the liability of such director or officer is expressly provided for by statute.

Any repeal or amendment of this Article by the members of this Association shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of this Association existing at the time of such repeal or amendment. In addition to the circumstances in which a director or officer of this Association is not personally liable as set forth in the foregoing provisions of this ARTICLE SIX, a director or officer shall not be liable to the full extent permitted by the provisions of the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act that further limits the liability of a director or officer as the same may be amended from time to time.

To the full extent permitted by applicable law, the Association shall indemnify any director or officer against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorney's fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in proceeding because the person is or was a director or officer and shall advance to such person such reasonable expenses as are incurred by him in connection therewith. The rights of directors and officers set forth in this Article shall not be exclusive of any other right which directors or officers may have or hereafter acquire relating to the subject matter hereof. As used in this Article, the terms "director" and "officer" shall mean any person who is or was a director or officer of the Association and any person who, while a director or officer of the Association, is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. As used in this Article, the term "proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrate, investigative, any appeal in any such action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

ARTICLE SEVEN REGISTERED OFFICE & AGENT

The street address of the Association's initial registered office is: 110 South Hampton Crowley, TX 76036, and the name of its initial registered agent at such address is Dan Stoblay.

ARTICLE EIGHT 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 directors are:

Ben F. Spencer
6400 Uptown Blvd. NE
Ste. 510-W
Albuquerque, NM 87110

Richard Fuller
6400 Uptown Blvd. NE
Ste 510-W
Albuquerque, NM 87110

Jeff Jesionowski
6400 Uptown Blvd. NE
Ste. 510-W
Albuquerque, NM 87110

The number of Directors may be changed as provided in the By-Laws of the Association, provided, however, that the number of Directors may never be less than three (3).

**ARTICLE NINE
INCORPORATOR**

The name and address of incorporator is:

**Dan Steblay
110 South Hampton
Crowley, TX 76036**

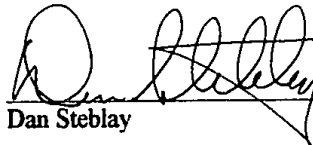
**ARTICLE TEN
WRITTEN CONSENTS**

Any action authorized or required by the Texas Non-Profit Corporation Act to be taken at any annual or special meeting of members, board of directors, or any committee thereof, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of a sufficient number of votes to take such action at a meeting at which all members were present and voted.

**ARTICLE ELEVEN
AMENDMENT**

These Articles may be amended by the affirmative vote or written consent of Owners owning at least seventy percent (70%) of the total votes, in the aggregate, of the Association, provided so long as the Class B membership provided in Article II of the Declaration exists, any amendment of these Articles shall require the prior written approval of FHA or VA.

Executed and effective as of this 17 day of September, 1999.


Dan Steblay

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