

ARTICLES OF INCORPORATION  
OF  
BEVERLY OAKS  
HOMEOWNERS ASSOCIATION, INC.

A NONPROFIT CORPORATION

We, the undersigned natural persons of legal age, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-profit Corporation Act, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation (hereinafter called the association) is BEVERLY OAKS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The specific primary purposes for which the association is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as FREEMAN IRVING HEIGHTS, Irving, Dallas County, Texas, and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association shall have power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the declaration) applicable to the subdivision and to be recorded in the public records of Dallas County, Texas;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the association, including all licenses, taxes, or governmental charges levied or imposed on the property of the association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional residential property and common area, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-profit Corporation Act by law may now or hereafter have or exercise.

The association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the association shall be financed by assessments on members as provided in the declaration, and no part of any net earnings shall inure to the benefit of any member.

#### ARTICLE V

The street address of the initial registered office of the association is 3317 Finley Road, Irving, Texas 75062, and the name of its initial registered agent at such address is ALFRED L. ALLRED.

#### ARTICLE VI

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VII

The association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners with the exception of the Developer as such term is defined in the declaration, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as such members may determine among themselves, but in no event shall more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member shall be the Developer, as such term is defined in the declaration, who shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership as provided in the declaration.

ARTICLE VIII

The number of directors constituting the initial board of directors of the association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
B. J. McPherson	3317 Finley Rd. Suite 108, Irving, TX. 75062
Alfred L. Allred	3317 Finley Rd. Suite 108, Irving, TX. 75062
Barbara Jean McPherson	3317 Finley Rd. Suite 108, Irving, TX. 75062

ARTICLE IX

On dissolution, the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

ARTICLE X

The name and street address for each incorporator is:

Name	Address
B. J. McPherson	3317 Finley Rd. Suite 108, Irving, TX. 75062
Alfred L. Allred	3317 Finley Rd. Suite 108, Irving, TX. 75062
Barbara Jean McPherson	3317 Finley Rd. Suite 108, Irving, TX. 75062

EXECUTED AT Irving, Texas, on May 21, 1982.

B. J. McPherson  
B. J. McPherson

Alfred L. Allred  
Alfred L. Allred

Barbara Jean McPherson  
Barbara Jean McPherson

THE STATE OF TEXAS )

COUNTY OF Dallas

I, Peggy Burkhardt a notary public, do hereby certify that on May 21, 1982, personally appeared before me, B. J. McPherson, Alfred L. Allred and Barbara Jean McPherson, who each being by me first duly sworn, severally declared tht they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

In witness whereof, I have hereunto set my hand and seal the day and year above written.

Peggy Burkhardt  
Notary Public in and for  
Dallas County, Texas

My commission expires:

6/30/84