

ARTICLES OF INCORPORATION
OF
LAKESHORE VILLAGE HOMEOWNERS ASSOCIATION, INC.
(A Nonprofit Corporation)

ARTICLE ONE

The name of the corporation is LAKESHORE VILLAGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE TWO

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose for which the corporation is organized is to administer, repair, and maintain common areas owned by the corporation for the benefit of all residents of Lakeshore Village subdivision.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 321 Exchange Dr., Arlington, Texas 76011, and the name of its initial registered agent at such address is Doug Huffman.

ARTICLE SIX

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 to serve as the initial directors are:

NAME	ADDRESS
Doug Huffman	321 Exchange Dr. Arlington, Texas 76011
John Kraft	321 Exchange Dr. Arlington, Texas 76011
Tony Nichols	321 Exchange Dr. Arlington, Texas 76011

ARTICLE SEVEN

The name and street address of each incorporator is:

NAME	ADDRESS
Todd A. Haba	4025 Woodland Park Blvd., Suite 190 Arlington, Texas 76013

IN WITNESS WHEREOF, we have hereunto set our hands this the 24 day of
January 2005.



TODD A. HABA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

Lakeshore Villago Homeowners Assoc., Inc.
Filing Number: 800444480

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/25/2005

Effective: 01/25/2005



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State

ARTICLES OF INCORPORATION
OF

LAKESHORE VILLAGE HOMEOWNERS ASSOC.,
INC.
(A Non-Profit Corporation)

FILED
In the Office of the
Secretary of State of Texas

JAN 25 2005

Corporations Section

ARTICLE ONE

The name of the Corporation is Lakeshore Village Homeowners Assoc., Inc.
("the Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FIVE

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address, is as follows:

Doug Huffman
321 Exchange Drive
Arlington, Texas 76011

ARTICLE SIX

The number of initial Directors is three. The names and addresses of the initial directors are:

Doug Huffman
321 Exchange Drive
Arlington, Texas 76011

John Kraft
321 Exchange Drive
Arlington, Texas 76011

Tony Nichols
321 Exchange Drive
Arlington, Texas 76011

ARTICLE SEVEN

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE EIGHT

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation

exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE NINE

Upon the Dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated for such purposes.

ARTICLE TEN

The name and address of the Incorporator is:

Sharon M. Leal
408 W. 17th Street, Suite 101
Austin, Texas 78701-1207
(512) 474-2002

IN WITNESS WHEREOF, I have hereunto set my hand this twenty-fifth day of January, 2005.

Sharon M. Leal

Sharon M. Leal, Incorporator

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

January 25, 2005

Lawyer's Aid Service, Inc.
P. O. Box 848
Austin, TX 78767 USA

RE: Lakeshore Village Homeowners Assoc., Inc.
File Number: 800444480

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure