ARTICLES OF INCORPORATION CHISHOLM HEIGHTS HOMEOWNERS ASSOCIATION, INC. JUN () 4 1000

in the Office of the Secretary of State of Tora-

In compliance with the requirements of Article 1396RPBRAZONS SECTION Texas Non-Profit Corporation Act (the "Act"), the undersigned, -a resident of the state of Texas and a natural person over the age of eighteen (18) years, acting as an incorporator, has this day adopted the following Articles of Incorporation of Chisholm Heights Homeowners Association, Inc., under the Act:

ARTICLE I

The name of the Corporation is Chisholm Heights Homeowners Association, Inc.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The purposes of the Corporation shall be to promote neighborhood unity, civic spirit and goodwill and communication among the residents of the area; to protect and promote the best interests of the residents by the promotion of improved public facilities and services, and cooperation with governmental, civil and public organizations; to promote the general welfare of the residents of the area in any other ways deemed appropriate or necessary by the membership; to assist the architectural control committee in exercising its responsibilities as they pertain to the restrictive covenants of all areas of the Chisholm Heights Subdivision and all other areas of Chisholm Heights that may be developed in the future; to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Laws of the state of Texas by law may now or hereafter have or exercise, to increase and maintain property values in Chisholm Heights; and to generate funds necessary to adequately finance these programs.

ARTICLE V

The street address of its initial registered office is 139 Chisholm Hills Road, Weatherford, Texas, and the name of its initial registered agent at such address is Brian J. McGrath.

ARTICLE VI

The number of directors constituting the initial board of directors is seven (7), and the names and addresses of the persons who are to serve as directors are:

Linda Barberena	107 Chisholm Hills Road Weatherford, TX 76087
Toma Blake	116 Moyer Lane Weatherford, TX 76087
James Deacon	111 John Chisholm Road Weatherford, TX 76087
Ace Ghanemi	200 Moyer Court Weatherford, TX 76087
Samuel L. Harris	160 Moyer Lane Weatherford, TX 76087
Tom W. Kelly, Jr.	149 Chisholm Hills Road Weatherford, TX 76087
Brian J. McGrath	139 Chisholm Hills Road Weatherford, TX 76087

ARTICLE VII

The Corporation shall have one class of voting membership. A member shall be a homeowner in the Chisholm Heights Subdivision or a person related by either blood or marriage to a homeowner who maintains his or her principal residence with said homeowner. All members must be over the age of eighteen (18) years. No household shall have more than two voting members.

ARTICLE VIII

The Corporation may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of the voting members. Assets remaining at dissolution shall be granted, conveyed and assigned to any non-profit corporation, association trust or other organization to be devoted to such similar purpose.

ARTICLE IX

Amendments to these Articles shall require an affirmative vote in writing and signed by not less than two-thirds (2/3) of the voting members.

ARTICLE X

The name and address of the Incorporator is: Linda Barberena, 107 Chisholm Hills Road, Weatherford, Texas 76087.

Linda Barberena

THE STATE OF TEXAS)
COUNTY OF PARKER)

BEFORE ME, a notary public, on this day personally appeared LINDA BARBERENA, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 3/2 day of

Notary Public, State of Texas

My Commission Expires:

7-31-96

