

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



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

September 18, 2003

Attn: Brian R. Rider

Lumbermen's Investment Corporation
PO Box 2030
Austin, TX 78768 USA

RE: PARKSIDE AT SLAUGHTER CREEK OWNERS ASSOCIATION, INC.
File Number: 800247821

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

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Jean Marchione

FAX(512) 463-5709

TTY7-1-1



Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

PARKSIDE AT SLAUGHTER CREEK OWNERS ASSOCIATION, INC.
Filing Number: 800247821

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: 09/15/2003

Effective: 09/15/2003



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

Geoffrey S. Connor
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

SEP 15 2003

Corporations Section

ARTICLES OF INCORPORATION

OF

PARKSIDE AT SLAUGHTER CREEK OWNERS ASSOCIATION, INC.

The undersigned, a natural person over the age of eighteen years, acting as incorporator of a non-profit corporation under the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following articles of incorporation for such corporation:

ARTICLE ONE

The name of the corporation is **PARKSIDE AT SLAUGHTER CREEK OWNERS ASSOCIATION, INC.**

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is to be an association of owners of property in the subdivisions in Travis County, named "Parkside at Slaughter Creek" and to maintain and improve the parks, trails, streets and common areas of such subdivision, and to otherwise contribute to the quality of life of the owners and residents thereof, to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the purposes set out in this sentence, it being intended that the corporation will qualify as a "property owner association" under the Internal Revenue Code of 1986 (the "Code") and the Regulations promulgated thereunder, as they may now exist or as they may hereafter be amended.

The corporation is a non-profit corporation. Accordingly, 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 this Article. 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 or in opposition to

any candidate for public office.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the 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 or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FOUR

The corporation shall not have shareholders. The members of the Corporation shall be Developer of and owners of lots in the subdivisions in Travis County, Texas, platted as sections or parts of "Parkside at Slaughter Creek". Except with respect to the voting rights of the Developer of "Parkside at Slaughter Creek", there shall be only one vote for each lot and the voting rights of multiple persons who may own interests in a single lot shall be set forth in the Restrictive Covenants of such subdivision.

ARTICLE FIVE

The post office address of the initial registered office is 1300 S. MoPac, Austin, Texas 78746; and the name of its initial registered agent at such address is Robert M. Mann.

ARTICLE SIX

The number of directors constituting the initial board of directors is three, and the name and address of the person who is to serve as the initial directors are:

Name	Address
Robert M. Mann	1300 S. MoPac, Fifth Floor Austin, Texas 78746
Darlene Louk	1300 S. MoPac, Fifth Floor Austin, Texas 78746
Brian C. Rider	1300 S. MoPac, Fifth Floor Austin, Texas 78746

ARTICLE SEVEN

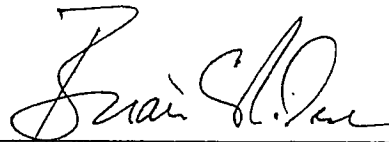
To the maximum extent provided by law, each director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in such director's capacity as a director, except that this article does not authorize the elimination or limitation of the liability of such director to the extent the director is found liable for:

- (1) a breach of his or her duty of loyalty to the corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of such director is expressly provided for by an applicable statute.

ARTICLE EIGHT

The name and address of the incorporator is Brian C. Rider, c/o Lumbermen's Investment Corporation, 1300 S. MoPac, Austin, Texas 78746.

EXECUTED this ___ day of September, 2003.



Brian C. Rider