

DOCUMENTS
FOR
MARINE CREEK
RANCH

ARTICLES OF INCORPORATION

The articles of incorporation, or “corporate charter” is the document that formally establishes the entity responsible for the maintenance, management and operation of the community property and the community concept. This entity is the homeowners association. The articles of incorporation provide the framework for the association’s organization, they define its membership and the voting rights of its members, and they create the officers and directors who will act on behalf of the organization. The charter establishes the association’s responsibility to administer to the shared community facilities and to promote and preserve harmony and uniformity within the residential community.

ARTICLES OF INCORPORATION

OF

MARINE CREEK RANCH HOMEOWNERS ASSOCIATION, INC.

The undersigned natural person, being at least eighteen (18) years of age, and acting solely as the incorporator of a corporation under the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation for a Texas non-profit corporation:

ARTICLE ONE

Definitions

The following words, when used in these Articles of Incorporation, shall have the following meanings:

(a) "Association" shall mean and refer to the Marine Creek Ranch Homeowners Association, Inc., a Texas non-profit corporation, the corporation being incorporated hereunder.

(b) "Common Properties" shall mean and refer to all real property (including leasehold estates, easements and improvements) now or hereafter owned or held by the Association for the common use and enjoyment of the Owners according to the terms of the Declaration.

(c) "Declaration" shall mean and refer to that certain Declaration of Covenants and Restrictions for Marine Creek Ranch, applicable to the Properties and to be recorded in the Real Estate Records of Tarrant County, Texas, and as the same may be amended or supplemented from time to time as therein provided.

(d) "Declarant" shall mean and refer to M & C Development, Ltd., a Texas limited partnership and its successors and assigns, if (a) such successor or assignee should acquire more than one (1) undeveloped Lot from M & C Development, Ltd. for the purpose of development and (b) any such successor or assignee shall receive by assignment from M & C Development, Ltd. all or a portion of its rights hereunder as the "Declarant" under the Declaration, by an instrument expressly assigning such rights as Declarant to such successor or assignee.

(e) "Dwelling Unit" shall mean and refer to any building or portion of a building situated upon the Properties which is designed and intended for use and occupancy as a residence by a single person, a couple, a family or a permitted family size group of persons.

(f) Lot" shall mean, with respect to any Properties for which a subdivision map has been recorded in the map or plat records of Tarrant County, Texas, each lot shown on such recorded subdivision map which is or is to be improved with a residential dwelling. With respect to any Properties owned by Declarant which have not been legally subdivided by the recordation of a subdivision map, "Lot" shall mean each one of the maximum number of residential lots permitted within such Properties owned by Declarant according to the then most current City of Fort Worth, Texas zoning designation for such Properties (each Lot defined in the immediately preceding sentence and owned by Declarant being hereinafter sometimes called an "Unplatted Lot").

(g) "Member" shall mean and refer to each Owner (including Declarant), subject to the rights of any Member being suspended in accordance with the terms of the Declaration.

(h) "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any Lot, but, notwithstanding any applicable theory of mortgages or other security devices, shall not mean or refer to any mortgagee or trustee under a mortgage or deed of trust unless and until such mortgagee or trustee has acquired title pursuant to foreclosure or any conveyance in lieu of foreclosure. Declarant shall be deemed an Owner of each Unplatted Lot.

(i) "Properties" shall mean and refer to all real property encumbered by the Declaration, as supplemented from time to time to add additional real property.

(j) "Resident" shall mean and refer to each person (not otherwise an Owner or Member) authorized by an Owner to reside within such Owner's Dwelling Unit.

ARTICLE TWO

Name

The name of the Association is **Marine Creek Ranch Homeowners Association, Inc.**

ARTICLE THREE

Term

The period of duration of the Association is perpetual.

ARTICLE FOUR

Non-Profit Status; Purposes and Powers

The Association is a Texas non-profit corporation, shall not authorize or issue capital stock, and does not contemplate the distribution of income or dividends to the Members hereof. The specific purposes for which Association is formed are to provide a governing body for maintaining and administering the Common Properties, collecting and disbursing assessments and charges pursuant to the Declaration and administering and enforcing the covenants contained in the Declaration. In furtherance of such specific purposes, the Association shall the powers expressly contemplated by the Declaration and the corporate powers granted in the Act.

ARTICLE FIVE

Initial Registered Office; Registered Agent

The initial registered office of the Association is 1320 S. University, Suite 1015, Fort Worth, Texas 76107, and the name of its initial registered agent at such address is John Cockerham.

ARTICLE SIX

Directors

The business and affairs of the Association shall be managed by a Board of Directors consisting of the number of directors determined from time to time as provided in the Bylaws of the Association. The number of directors may be changed by amendment of the Bylaws of the Association, but shall in no event be less than three (3). The initial Board of Directors of the Association shall consist of three (3) directors. Directors shall be elected by the Members in the manner determined by the Bylaws, and may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

The names and addresses of the persons who are to act initially in the capacity of directors until the selection of their successors are:

Haydn Cutler	1320 S. University Suite 1015 Fort Worth, Texas 76107
John Cockerham	1320 S. University Suite 1015 Fort Worth, Texas 76107

William R. Nichols

4670 Preston Road
Suite 244, #141
Frisco, Texas 75034

ARTICLE SEVEN

Incorporator

The name and street address of the sole incorporator is:

John Cockerham

1320 S. University
Suite 1015
Fort Worth, Texas 76107

ARTICLE EIGHT

Members

Every person or entity who is now or hereafter becomes an Owner shall automatically be a Member of the Association, and membership in the Association shall be appurtenant to and may not be separated from ownership of any Lot, subject to the rights of a Member being suspended pursuant to the terms of the Declaration. Change of membership in the Association shall be established only when the following have been accomplished:

(a) An assignment or other instrument of transfer establishing a change in the record title to a Lot shall have been duly executed and recorded in the Real Estate Records of Tarrant County, Texas; and

(b) The Owner transferring a Lot shall have notified the Board of Directors of the Association in writing of the name and address of the transferee and identifying the Lot transferred, as well as such other information relative to the transfer and transferee as the Board of Directors may reasonably request. Such notice shall also contain an executed or certified copy of the instrument of transfer.

The interest and proportionate share of each Member in the Association shall not be assigned, hypothecated or transferred in any manner whatsoever except as an appurtenance to a Lot or Dwelling Unit.

ARTICLE NINE

Voting Rights of Members

The Association shall have two classes of voting membership:

CLASS A. Class A Members shall be all Members other than Declarant. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such Lot.

CLASS B. The Class B Member(s) shall be the Declarant. The Class B Member(s) shall be entitled to three (3) votes for each Lot owned by the Class B Member(s). However, at such times as the total number of Lots owned by the Class A Members equals or exceeds three (3) times the total number of Lots owned by the Class B Member(s), the Class B Member(s) shall, during the time such equality or excess continues, be entitled to only one (1) vote for every Lot owned by the Class B Member(s). Unless Additional Property (as defined in the Declaration) is subjected to the terms of the Declaration, from and after July 31, 2005 (the "Voting Conversion Date"), the Class B Member(s) shall only be entitled to one (1) vote for each Lot owned by it regardless of the number of Lots owned by the Class B Member(s) at such time. In the event Additional Properties are subjected to the Declaration, then the Supplemental Declaration (as defined in the Declaration) annexing such Additional Properties shall designate a new Voting Conversion Date which shall be the date Declarant estimates that the Class A Members will own seventy-five percent (75%) of all Lots then subject to this Declaration, as supplemented by such Supplemental Declaration.

ARTICLE TEN

Merger and Consolidation

To the extent permitted by law, the Association may participate in mergers and consolidations only with other non-profit corporations organized for the same general purpose as the Association.

ARTICLE ELEVEN

Indemnification of Directors and Others

The members of the Board of Directors and officers of the Association shall not be personally liable to the Association, Members or others for any mistake of judgment or for any

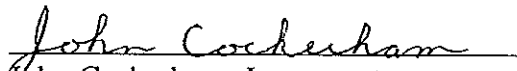
acts or omissions made in good faith acting as such Board members or officers individually or collectively. Each member of the Board of Directors and each officer shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, or any settlement thereof, by reason of his being or having been a member of the Board of Directors or an officer of the Association, whether or not he is a member of the Board of Directors or an officer at the time such expenses are incurred, except in such cases where the member of the Board of Directors or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association.

ARTICLE TWELVE

Amendments

Amendment of these Articles shall require the assent by a Two-Thirds Members Vote, as defined in the Declaration; provided, that no amendment shall be made which would cause these Articles to be in conflict with the terms or provisions of the Declaration or which would change the status and purpose of the Association as a non-profit corporation.

EXECUTED as of the 19th day of September, 2003.


John Cockerham, Incorporator

MARINE CREEK RANCH HOMEOWNERS ASSOCIATION, INC.

**UNANIMOUS WRITTEN CONSENT
IN LIEU OF
ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS**

September 19, 2003

The undersigned, being the sole members of the Board of Directors of MARINE CREEK RANCH HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation (the "Corporation"), do hereby adopt the following resolutions with the same force and effect as though adopted at an organizational meeting of said Board of Directors duly called and held:

RESOLVED, that the Articles of Incorporation of the Corporation, which were filed with the Secretary of State of the State of Texas on September 19, 2003, together with the accompanying Certificate of the Secretary of State, are approved and ordered to be filed in the Minute Book of the Corporation as a part of the permanent records of the Corporation.

* * * * *

RESOLVED, that the Bylaws in the form presented to the Directors are adopted as and for the Bylaws of the Corporation, and that the Secretary of the Corporation is instructed to insert them in the Minute Book immediately following the copy of the Articles of Incorporation.

* * * * *

RESOLVED, that the following persons be elected to the offices set forth opposite their respective names below, each of such persons to serve until the first annual meeting of Directors or until his successor has been duly elected and qualified:

William R. Nichols	-	President
John Cockerham	-	Secretary and Treasurer

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RESOLVED, that the Secretary is instructed to retain custody of the Minute Book, and to insert therein this Unanimous Consent and the minutes of all other proceedings of shareholders and directors of the Corporation.

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RESOLVED, that the President has the responsibility of directing the Corporation to pay all applicable federal and state taxes, including Federal Insurance Contribution Act (FICA), Federal Unemployment Tax Act (FUTA), and withholding taxes.

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RESOLVED, that the Corporation elects not to adopt at this time an official Corporate Seal of the Corporation.

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RESOLVED, that the fiscal year of the Corporation shall end on December 31 of each calendar year.

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RESOLVED, that a bank account be established in the name of the Corporation at such financial institution as the officers of the Corporation shall deem appropriate (the "Bank") wherein may be deposited any of the funds of the Corporation, whether represented by cash, checks, notes or other evidences of debt and from which deposit withdrawals are authorized in the name of the Corporation.

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RESOLVED, that the appropriate officers of the Corporation execute and deliver to the Bank its standard form of banking resolution and signature cards, the content and form of which are hereby approved.

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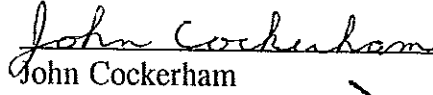
RESOLVED, that the Secretary of the Corporation is authorized to pay all charges and expenses incident to and arising out of the organization of the Corporation and to reimburse any person who has made any disbursements therefor.

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IN WITNESS WHEREOF, the undersigned Directors have duly executed this written consent as of the day and year first above written.



Haydn Cutler



John Cockerham



William Nichols