

ARTICLES OF INCORPORATION

MAR 18 1985

OF

Clerk F
Corporations Section

PARKWAY VILLAGE MASTER HOMEOWNERS ASSOCIATION, INC.

The undersigned natural persons of the age of 18 years or more, all of whom are citizens of the State of Texas acting as incorporators of PARKWAY VILLAGE MASTER HOMEOWNERS ASSOCIATION, INC. (the "Corporation") under the Texas Non-Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE ONE

The name of the Corporation is Parkway Village Master Homeowners Association, Inc.

ARTICLE TWO

The Corporation is a non-profit corporation, no portion of the income of which will be distributable to its members, directors or officers.

ARTICLE THREE

The period of the Corporation's duration is perpetual.

ARTICLE FOUR

The purposes for which the Corporation is organized are as follows:

- (a) To manage the Common Properties and administer the affairs of the general plan of development established by the Declaration;
- (b) To promote the health, safety and welfare of the Owners;
- (c) To exercise the rights, powers and authority, and to perform the obligations, conferred and imposed upon it by the Declaration, and, without limitation, to do all things reasonably necessary or incidental to the exercise of such rights, powers and authority, and performance of such obligations; and
- (d) To do all other things necessary and proper to accomplish any and all of the purposes set forth in this Article Four, and to exercise such of the general powers of a non-profit corporation set forth in Article 2.02 of the Act as are necessary to accomplish said purposes.

ARTICLE FIVE

Each individual and legal entity which now or hereafter becomes an Owner automatically shall be a member of the Corporation. Membership in the Corporation shall be appurtenant to the ownership of a Lot, and shall be inseparable from such ownership.

EXHIBIT "A"

SECTION TWO LAND

A TRACT OF LAND LYING AND BEING SITUATED IN THE EDWIN ALLEN SURVEY, ABSTRACT NO. 8 IN THE CITY OF DALLAS, COLLIN COUNTY, TEXAS, AND ALSO BEING A PART OF DALLAS CITY BLOCK 8740, AND BEING MORE

PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING at the most Northeasterly corner of Country Brook, Section One, an addition to the City of Dallas according to the plat thereof recorded in Cabinet B, Page 315 of the Map Records of Collin County, Texas, a point for corner; Thence N 00°29'43" W, along the West line of a tract of land owned by O.W. Gibbons, 777.51 feet to the POINT OF BEGINNING;

THENCE S 86°54'11" W, 812.98 feet to a point in a curve to the right;

THENCE Westerly, along the curve to the right which has a central angle of 15°44'13" and a radius of 560.00 feet for an arc distance of 153.81 feet to the end of said curve and the beginning of a curve to the left, a point for corner;

THENCE Westerly, along the curve to the left which has a central angle of 15°44'13" and a radius of 620.00 feet for an arc distance of 170.29 feet to the end of said curve, a point for corner;

THENCE N 48°39'31" W 14.28 feet to a point for corner in the East line of Voss Road (60' R.O.W.);

THENCE N 04°13'13" W, along the East line of Voss Road, 245.05 feet to a point for corner;

THENCE N 03°05'49" W, along the East line of Voss Road (now 50' R.O.W.), 795.00 feet to a point for corner in the South line of a 100' Texas Power & Light Company R.O.W.;

THENCE N 86°54'11" E, along the South line of said T.P.&L. Co. R.O.W., 1197.74 feet to a point for corner in the West line of said Gibbons Tract;

THENCE S 00°29'43" E, along the said West line of said Gibbons tract, 1095.36 feet to the POINT OF BEGINNING and containing 29.267 acres of land; save and except the following described tract:

COMMENCING at the most Northeasterly corner of Country Brook, Section One, an addition to the City of Dallas according to the plat thereof recorded in Cabinet B, Page 315 of the Map Records of Collin County, Texas, a point for corner; Thence N 00°29'43" W, along the west line of a tract of land owned by O.W. Gibbons, 1081.19 feet to a point for corner; Thence S 89°30'17" W, 202.02 feet to the POINT OF BEGINNING;

THENCE S 86°54'11" W, 568.00 feet to a point for corner;

THENCE N 03°05'49" W, 136.53 feet to a point for corner;

THENCE S 86°54'11" W, 25.66 feet to a point for corner;

THENCE N 03°05'49" W, 85.40 feet to a point for corner;

THENCE N 86°54'11" E, 6.00 feet to a point for corner;

THENCE N 03°05'49" W, 231.40 feet to a point for corner;

THENCE N 86°54'11" E, 40.00 feet to a point for corner;

THENCE N 03°05'49" W, 126.33 feet to a point for corner;

THENCE N 86°54'11" E, 574.00 feet to a point for corner;

THENCE S 00°29'43" E, 580.27 feet to the POINT OF BEGINNING and containing

7.830 acres of land;

BEING ALSO KNOWN AS PARKWAY VILLAGE, SECTION TWO, ACCORDING TO THE FINAL PLAT THEREOF FILED FOR RECORD IN CABINET E, PAGE 171, OF THE MAP RECORDS OF COLLIN COUNTY, TEXAS.

EXHIBIT "B"

SECTION THREE LAND

A TRACT OF LAND LYING AND BEING SITUATED IN THE EDWIN ALLEN SURVEY, ABSTRACT NO. 8 IN THE CITY OF DALLAS, COLLIN COUNTY, TEXAS, AND ALSO BEING A PART OF DALLAS CITY BLOCK 8740, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

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THENCE S 86°54'11" W, 568.00 feet to a point for corner;
 THENCE N 03°05'49" W, 136.53 feet to a point for corner;
 THENCE S 86°54'11" W, 25.66 feet to a point for corner;
 THENCE N 03°05'49" W, 85.40 feet to a point for corner;
 THENCE N 86°54'11" E, 6.00 feet to a point for corner;
 THENCE N 03°05'49" W, 231.40 feet to a point for corner;
 THENCE N 86°54'11" E, 40.00 feet to a point for corner;
 THENCE N 03°05'49" W, 126.33 feet to a point for corner;
 THENCE N 86°54'11" E, 574.00 feet to a point for corner;
 THENCE S 00°29'43" E, 580.27 feet to the POINT OF BEGINNING and containing 7.630 acres of land;

BEING ALSO KNOWN AS PARKWAY VILLAGE, SECTION THREE, ACCORDING TO THE FINAL PLAT THEREOF FILED FOR RECORD IN CABINET E, PAGE 100, OF THE MAP RECORDS OF COLLIN COUNTY, TEXAS.

EXHIBIT "C"

SECTION ONE LAND

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THENCE N 00°29'43" W, along the East line of Bay Pines Lane, 34.85 feet to a point for corner;

THENCE S 86°54'11" W, along the Northerly boundary of said Country Brook, Section One, 547.05 feet to the beginning of a curve to the left, a point for corner;

THENCE Southwesterly, along the Northerly boundary of said Country Brook, Section One, and along the curve to the left which has a central angle of 60°13'38" and a radius of 155.00 feet, for an arc distance of 162.93 feet to the end of said curve and the beginning of a curve to the right, a point for corner;

THENCE Southwesterly, along the Northerly boundary of said Country Brook, Section One and along the curve to the right which has a central angle of 79°20'26" and a radius of 40.00 feet, for an arc distance of 55.39 feet to the end of said curve and the beginning of a curve to the left, a point for corner;

THENCE Westerly, along the Northerly boundary of said Country Brook, Section One and along the curve to the left which has a central angle of 21°49'36" and a radius of 460.00 feet, for an arc distance of 175.24 feet to the end of said curve and the beginning of a curve to the right, a point for corner;

THENCE Westerly, along the Northerly boundary of said Country Brook, Section One and along the curve to the right which has a central angle of 22°14'27" and a radius of 140.00 feet, for an arc distance of 54.35 feet to the end of said curve, a point for corner;

THENCE N 73°34'09" W, along the Northerly boundary of said Country Brook, Section One, 49.52 feet to a point in the East line of Voss Road (60' R.O.W.), a point for corner;

THENCE Northerly, along the East line of Voss Road and along a curve to the left which has a tangent that bears N 15°36'15" E, a central angle of 18°42'04" and a radius of 519.83 feet, for an arc distance of 169.67 feet to the end of said curve, a point for corner;

THENCE N 03°05'49" W, along the East line of Voss Road, 660.00 feet to a point for corner;

THENCE N 04°13'13" W, along the East line of Voss Road, 10.00 feet to a point for corner;

THENCE S 48°39'31" E, 14.28 feet to a point in a curve to the right for corner;

THENCE Easterly, along the curve to the right which has a tangent that bears N 86°54'11" E, a central angle of 15°44'13" and a radius of 620.00 feet, for an arc distance of 170.29 feet to the end of said curve and the beginning of a curve to the left, a point for corner;

THENCE Easterly, along the curve to the left which has a central angle of 15°44'13" and a radius of 560.00 feet for an arc distance of 153.81 feet to the end of said curve, a point for corner;

THENCE N 86°54'11" E, 812.98 feet to a point in the West line of a tract owned by O. W. Gibbons, a point for corner;

THENCE S 00°29'43" E, along the West line of said Gibbons tract, 777.51 feet to the POINT OF BEGINNING and containing 19.948 acres of land, more or less.

BEING ALSO KNOWN AS PARKWAY VILLAGE, SECTION ONE, ACCORDING TO THE FINAL PLAT THEREOF FILED FOR RECORD IN CABINET E, PAGE 31, OF THE MAP RECORDS OF COLLIN COUNTY, TEXAS.

Members shall have such voting rights as are set forth in the Declaration and the bylaws of the Corporation.

ARTICLE SIX

The street address of the initial registered office of the Corporation is:

c/o Great Southwest Homes, Inc.
Carillon Tower East
Suite C13
13601 Preston Road
Dallas, Texas 75240

and the name of its initial registered agent at such address is:

Charles C. Carey

ARTICLE SEVEN

The initial board of directors of the Corporation shall consist of three (3) directors. The names and addresses of the persons named to serve as directors of the Corporation until the first annual meeting of members, or until their successors shall have been elected and qualified, are:

Name	Address
Sue Renshaw	13601 Preston Road Dallas, Texas 75240
Charles C. Carey	13601 Preston Road Dallas, Texas 75240
Peggy Welborn	13601 Preston Road Dallas, Texas 75240

All of the powers of the Corporation shall be exercised by the initial board of directors until the first annual meeting of members, or until their respective successors are elected and qualified. After the Expiration of the Development Period, the board of directors of the Corporation shall consist of five (5) directors and said directors shall be selected as follows: the owners of the Regular Section One Sites shall vote upon and select one (1) of the directors; the Owners of Lots upon the Section Two Land shall vote upon and select two (2) of the directors; and the Owners of Lots upon the Section Three Land shall vote upon and select two (2) of the directors.

ARTICLE EIGHT

The names and addresses of the incorporators of the Corporation are:

Name	Address
Kent H. Roberts	1601 Elm Street, Suite 700 Dallas, Texas 75201
Lynda K. Zimmerman	1601 Elm Street, Suite 700 Dallas, Texas 75201
Stacy Geren	1601 Elm Street, Suite 700 Dallas, Texas 75201

1120 (1) 2024110

ARTICLE NINE

Upon dissolution of the Corporation, unless accompanied by a revocation or other termination of the Declaration, no member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation, but rather, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other similar organization which qualifies as an exempt organization under the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any successor statute.

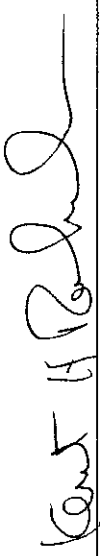
ARTICLE TEN

These articles of incorporation shall be subject to amendment as provided in the Act.


ARTICLE ELEVEN

As used herein, the term "Declaration" shall mean that certain Master Declaration of Covenants, Conditions, Assessments, Charges, Servitudes, Liens, Reservations, and Easements dated as of March 13, 1985, executed by Great Southwest Homes, Inc., and relating to land located in Collin County, Texas more particularly described on Exhibits A, B and C attached hereto, and the terms "Common Properties", "Owner", "Lot", "Regular Section One Sites", "Section Two Land", and "Section Three Land" shall have the meanings set forth in the Declaration.


IN WITNESS WHEREOF, we have hereunto set our hands this 13th day of March, 1985.



 KENT H. ROBERTS



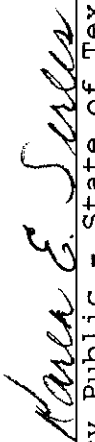
 LYNDA K. ZIMMERMAN



 STACY GEREN

STATE OF TEXAS §
 §
 §
COUNTY OF DALLAS §

The undersigned, Karen E. Surles, a Notary Public, does hereby certify that on this _____ day of March, 1985, personally appeared before me KENT H. ROBERTS, LYNDA K. ZIMMERMAN, and STACY GEREN, who each being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.



 Notary Public - State of Texas

KAREN E. SIKLES

 Typed or Printed Name

[SEAL]
My Commission Expires:
March 7, 1988

STATE OF TEXAS §
 §
COUNTY OF COLLIN §

44483

BOOK 2175 PAGE 423

AMENDMENT NO. 1 TO MASTER DECLARATION
OF COVENANTS, CONDITIONS, ASSESSMENTS,
CHARGES, SERVITUDES, LIENS
RESERVATIONS AND EASEMENTS
(the "Master Declaration")

This Amendment No. 1 to-Master Declaration is made as of the 8
day of July, 1985, by Great Southwest Homes, Inc., a Texas
corporation (herein called "GSWH").

W I N E S S E I H:

WHEREAS, GSWH did, by a certain Master Declaration recorded in
Volume 2090, Page 858, of the Records of Collin County, Texas,
establish a general plan of development upon the property therein
described, which is more particularly described on Exhibit "A"
attached hereto; and

WHEREAS, GSWH desires to amend the Master Declaration in certain
respects; and

WHEREAS, GSWH is the holder of sixty-seven percent (67%) of the
total votes entitled to be cast upon matters, including the Amendment
of the Declaration; and

WHEREAS, the holder of the First Mortgage liens against fifty-
one percent (51%) of the Lots has consented to the following
Amendment; and

WHEREAS, said Amendment has no effects on the rights of the City
of Dallas.

NOW, THEREFORE, pursuant to the Master Declaration, the Master
Declaration is amended as follows:

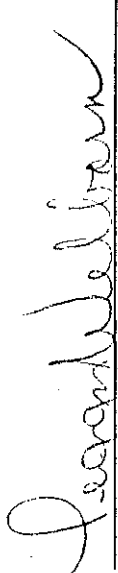
1. Article I, Paragraph Q, is amended to add a new
subparagraph (1) which shall read as follows:

"(1) The screening fences which border the Section One Land
along the western boundary of the Section One Land and the
screening fences which border the Section Two Land,
including without limitation the entry to the Section Two
Land from Voss Road."

2. Except as amended hereby, the Master Declaration is
ratified and confirmed in accordance with these terms.

IN WITNESS WHEREOF, Great Southwest Homes, Inc. has caused this
instrument to be executed as of the day and year first above written.

GREAT SOUTHWEST HOMES, INC.,
a Texas corporation

By: 
Peggy Weilborn,
Administrative Vice President

CONSENT

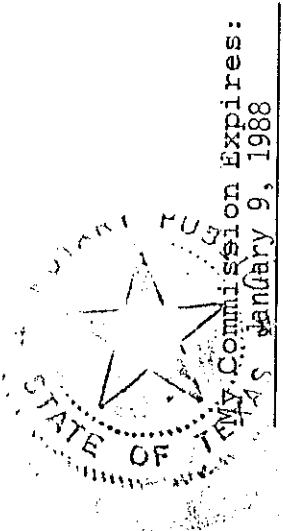
The undersigned held to the indebtedness secured by that certain Deed of Trust, recorded in Volume 2162, Page 139, of the Deed of Trust Records of Collin County, Texas, hereby consents to the foregoing Amendment to the Master Declaration.

Murray Mortgage Company

By: W. Brent Anderson
Title: Vice President

STATE OF TEXAS §
 §
COUNTY OF COLLIN §

This instrument was acknowledged before me this 8th day of July, 1985, by PEGGY WELBORN, the Administrative Vice President of GREAT SOUTHWEST HOMES, INC., a Texas corporation, on behalf of said corporation.

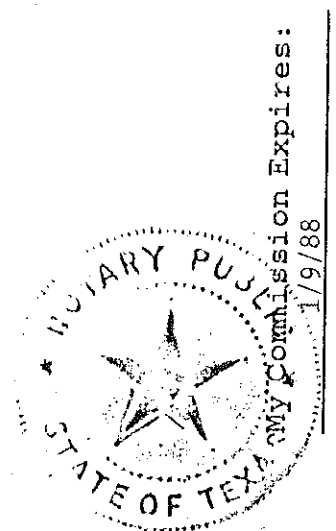


Pat L. Knoll
Notary Public,
State of Texas

Pat L. Knoll
Typed or Printed Name

STATE OF TEXAS §
 §
COUNTY OF COLLIN §

This instrument was acknowledged before me this 19th day of July, 1985, by W. Brent Anderson, the Vice President of Murray Mortgage Company, a Texas Company, on behalf of said Murray Mortgage Company.



Pat L. Knoll
Notary Public,
State of Texas

Pat L. Knoll
Typed or Printed Name

SECTION TWO LAND

A TRACT OF LAND LYING AND BEING SITUATED IN THE EDWIN ALLEN SURVEY, ABSTRACT NO. 8 IN THE CITY OF DALLAS, COLLIN COUNTY, TEXAS, AND ALSO BEING A PART OF DALLAS CITY BLOCK 8740, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

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THENCE N 04°13'13" W, along the East line of Voss Road, 245.05 feet to a point for corner;

THENCE N 03°05'49" W, along the East line of Voss Road (now 50' R.O.W.), 795.00 feet to a point for corner in the South line of a 100' Texas Power & Light Company R.O.W.;

THENCE N 86°54'11" E, along the South line of said T.P.&L. Co. R.O.W., 1197.74 feet to a point for corner in the West line of said Gibbons Tract;

THENCE S 00°29'43" E, along the said West line of said Gibbons tract, 1095.36 feet to the POINT OF BEGINNING and containing 29.257 acres of land; save and except the following described tract:

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OF RECORD
LAWSON & HARRISON
P.A.

OF RECORD
LAWSON & HARRISON
P.A.