

ARTICLES OF INCORPORATION
OF
PALEFACE RANCH ASSOCIATION, INC. SEP 06 1994

Corporations Section

Corporate Name

1. The name of the corporation is **Paleface Ranch Association, Inc.**, hereafter referred to as the "Association."

Legal Status

2. The Association is a nonprofit corporation organized pursuant to the Texas Nonprofit Corporation Act (the "Act").

Duration

3. The period of the duration of the Association is perpetual.

Purposes

4. The purposes for which the Association is formed are:

(a) Specifically and primarily to provide an organization consisting of the owners of lots in the Paleface Ranch Subdivision in order to provide for the management, maintenance and preservation of the Paleface Ranch Subdivision located in Travis County, Texas, and more particularly described in the Declaration of Covenants, Conditions and Restrictions for Paleface Ranch recorded in Volume 12199, Page 0001, of the Real Property Records of Travis County, Texas, as amended by the First Amended Declaration of Covenants, Conditions and Restrictions for Paleface Ranch recorded in Volume 12210, Page 1220, of the Real Property Records of Travis County, Texas, and as may be hereafter further amended.

(b) Generally:

(i) to promote the health, safety and welfare of the owners of lots in Paleface Ranch Subdivision;

(ii) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and Bylaws;

(iii) to fix, levy, collect and enforce payment of any charges or assessments as set forth in the Declaration; to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(iv) to acquire (by gift, purchase or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(v) to borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(vi) to have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Nonprofit Corporation Act by law may now or hereafter have or exercise;

(vii) to act in the capacity of principal, agent, joint venturer, partner or otherwise.

(c) Notwithstanding any of the above statements of purposes, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

Initial Registered Office and Agent

5. The street address of the initial registered office of the Association is Route 2, Box 19, Spicewood, Texas, 78669, and the name of its initial registered agent at such address is Malcolm B. Levi, Jr.

Board of Directors

6. The affairs of the Association shall be managed by a Board of Directors. The number of Directors constituting the initial Board is three. The number of Directors may be changed by amendment of the Bylaws of the Association.

The names and addresses of the persons who are to serve as the initial Directors are:

Name	Address
Malcolm B. Levi, Jr.	Route 2, Box 19 Spicewood, Texas 78669
Anita Metcalfe	Route 2, Box 19 Spicewood, Texas 78669
Johnny Cox	Route 2, Box 19 Spicewood, Texas 78669