



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

THE COLONY WEST HOMEOWNERS ASSOCIATION, INC.
Filing Number: 800361116

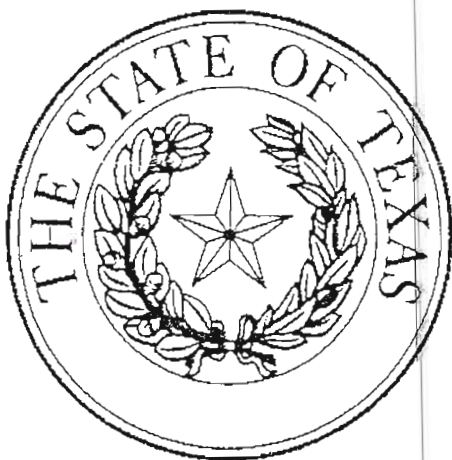
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

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: 06/24/2004

Effective: 06/24/2004



A handwritten signature in black ink, appearing to read "G. Connor", written over a faint rectangular stamp.

Geoffrey S. Connor
Secretary of State

COPY

FILED
In the Office of the
Secretary of State of Texas

JUN 24 2004

ARTICLES OF INCORPORATION
OF

Corporations Section

THE COLONY WEST HOMEOWNERS ASSOCIATION, INC.

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of THE COLONY WEST HOMEOWNERS ASSOCIATION, INC. (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

ARTICLE 1

NAME

The name of the corporation is THE COLONY WEST HOMEOWNERS ASSOCIATION, INC.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation; organized pursuant to the Nonprofit Corporation Act.

ARTICLE 3

DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4

PURPOSES

The general purposes for which the Association is formed are to exercise the rights and powers and to perform the duties and obligations of the Association, in accordance with the Declaration, the Bylaws of the Association, and State law, as each may be amended from time to time.

ARTICLE 5

POWERS

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems to be necessary, appropriate, or convenient relating to the management of the Corporation, including, but not limited to, the powers to:

1. Have succession to its corporate name.
2. Make and alter bylaws.
3. Conduct affairs, carry on operations, and have officers anywhere in the world.
4. Have and alter a corporate seal, and use the seal by causing it or a facsimile to be impressed on, affixed to, or reproduced in any manner on instruments required to be executed by the Corporation's officers.
5. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.
6. Invest and reinvest in property that the Board of Directors deems advisable, including an option to acquire an asset.

7. Purchase, receive, subscribe for, acquire, own, hold, vote, employ, mortgage, lend, pledge, sell, dispose of, or otherwise use and deal in and with shares, interests, and obligations of other corporations, whether for profit or not for profit, associations, partnerships, individuals, and government agencies and instrumentalities.

8. Acquire, own, hold, mortgage, dispose of, and invest funds in property for the use and benefit of and under the discretion of any domestic or foreign convention, conference, or association with which the Corporation is affiliated, or which elects the Board of Directors, or which controls it in furtherance of the purposes of the convention, conference, or association.

9. Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property.

10. Partition, divide, subdivide, assign, develop, and improve Corporation property.

11. Make or obtain the vacation of plats, adjust boundaries, adjust differences in valuation on exchange or partition, and dedicate easements for public use, of Corporation property, with or without consideration.

12. Make ordinary and extraordinary repairs and alterations in buildings, demolish improvements, raze party walls or buildings, and erect party walls or buildings on Corporation property.

13. Lease Corporation property for any legal purpose, and enter into any covenants and agreements relating to the leased property or any improvements that may be erected on the property.

14. Take the following actions regarding natural resources related to Corporation property:

(a) Enter into oil, gas, liquid or gaseous hydrocarbon, sulphur, metal, and any and all other natural resource leases.

(b) Enter into any pooling, unitization, repressurization, community, and other types of agreements relating to the exploration, development, operation, and conservation of properties containing minerals or other natural resources.

(c) Drill, mine, and otherwise develop oil, gas, and other minerals.

(d) Contract for the installation and operation of absorption and repressuring plants

(e) Install and maintain pipelines.

15. Borrow money on behalf of the Corporation from any person, firm, or corporation for any Corporation purpose. However, the Corporation shall not borrow money from an officer or director without the approval of the Board of Directors, not including the vote of any director who is involved in the transaction in a personal capacity.

16. Make contracts, incur liabilities, issue notes, bonds and other obligations, and secure obligations by mortgage or pledge of Corporation property, franchises, and income.

17. Encumber or hypothecate Corporation property for any Corporation purpose by mortgage, deed of trust, pledge, or otherwise.

18. Lend money for the purposes of the Corporation, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds loaned or invested.

19. Enforce any mortgage or deed of trust or pledge owned by the Corporation and, at any sale under any such mortgage, deed of trust, or pledge, bid and purchase at Corporation expense any property subject to the security instrument.

20. Lend money to and otherwise assist the Corporation's employees, but not its officers and directors.

21. Vote and give proxies to vote any Corporation securities.

22. Pay any assessments or other charges levied on any Corporation stock or other

security.

23. Exercise any subscription, conversion, or other rights or options that may attach to the holders of any Corporation stocks, bonds, securities, or other instruments.

24. Continue and operate, sell or liquidate any business or partnership interests received by the Corporation.

25. Participate in any plans or proceedings for the foreclosure, reorganization, consolidation, merger, or liquidation of any corporation or organization that has issued securities owned by the Corporation and, incident to that participation, deposit securities with and transfer title of securities to any protective or other committee established to further or defeat any such plan or proceeding.

26. Carry, at the expense of the Corporation, insurance or make other arrangements for payment of liabilities to protect the Corporation or the directors, officers, members, agents, and employees of the Corporation, or persons serving at the request of the Corporation as representatives of another enterprise, provided that the terms of the insurance or other arrangements are consistent with the provisions of Revised Civil Statutes Article 1396--2.22A.

27. Make donations for the public welfare, or charitable, scientific, or educational purposes, and in time of war, make donations in aid of war activities.

28. Abandon any Corporation asset.

29. Elect or appoint officers and agents for any period of time, define their duties, and fix their compensation.

30. Establish pensions plans and trusts and pay pensions to all or certain classes of its officers and employees.

31. Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by any of them as a Corporation expense.

32. Compromise, participate in mediation, submit to arbitration, release with or without consideration, extend time for payment, and otherwise adjust any claims in favor of or against the Corporation.

33. Commence or defend any litigation in the corporate name with respect to the Corporation or any Corporation property, at the expense of the Corporation.

34. Cease the Corporation's activities and terminate its existence by voluntary dissolution.

35. Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. the enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

ARTICLE 7

MEMBERSHIP

The Corporation shall have one class of members as provided in the bylaws of the Corporation and be a non-stock membership.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

of the following persons at the following addresses:

NAME OF DIRECTOR	STREET ADDRESS
Perry B. Hall	3650 Old Bullard Road, Ste. 110 Tyler, Texas 75701
Margaret S. Hall	3650 Old Bullard Road, Ste. 110 Tyler, Texas 75701
Libby Simmons	3650 Old Bullard Road, Ste. 110 Tyler, Texas 75701

ARTICLE 10

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

INDEMNIFICATION

The corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation regardless of the provisions in the Act governing indemnification. As provided by the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE 12

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13

INCORPORATORS

The name and street address of the incorporator is:

NAME OF INCORPORATOR

ADDRESS

Stephen M. Cooper

1321 WSW Loop 323
Tyler, Texas 75701

ARTICLE 14

ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent

having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent may be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

I execute these Articles of Incorporation on the 21st day of ~~May~~^{June}, 2004.



STEPHEN M. COOPER

STATE OF TEXAS §
COUNTY OF SMITH §

This instrument was acknowledged before me on this the 21st day of ~~May~~^{June}, 2004, by STEPHEN M. COOPER.



NOTARY PUBLIC, STATE OF TEXAS

