



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Savannah Community Association
Filing Number: 800258955

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: 10/16/2003

Effective: 10/16/2003



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

Geoffrey S. Connor
Secretary of State

ARTICLES OF INCORPORATION OF



FILED
In the Office of the
Secretary of State of Texas

OCT 16 2003

Corporations Section

COMMUNITY ASSOCIATION

I, the undersigned natural person over the age of eighteen years, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act (the "**Act**"), do hereby adopt the following Articles of Incorporation for the corporation:

ARTICLE 1. PROPERTY. These Articles of Incorporation pertain to Savannah, a phased residential development in Denton County, Texas, the plats of which are or will be recorded in the Real Property Records of Denton County, Texas.

ARTICLE 2. DECLARATION. The Property is or will be subject to the Declaration of Covenants, Conditions & Restrictions for Savannah, recorded or to be recorded in the Real Property Records of Denton County, Texas, as it may be amended from time to time (the "**declaration**").

ARTICLE 3. ASSOCIATION. The corporation is the "**Association**," a mandatory property owners association created by and defined in the declaration.

ARTICLE 4. NAME. The name of the Association is Savannah Community Association.

ARTICLE 5. NONPROFIT. The Association is a nonprofit corporation, organized pursuant to the Act.

ARTICLE 6. DURATION. The duration of the Association is perpetual.

ARTICLE 7. 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 a Texas property owners association, in accordance with the declaration, the bylaws of the Association, and State law, as each may be amended from time to time.

ARTICLE 8. POWERS. In furtherance of its purposes, the Association has the following powers which, unless indicated otherwise by these articles, the declaration, the bylaws, or State law, may be exercised by the board of directors: (1) all rights and powers conferred on nonprofit corporations by State law in effect from time to time; (2) all rights and powers conferred on property owners associations by State law, in effect from time to time; (3) all powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these articles, the bylaws, the declaration, or State law.

ARTICLE 9. MEMBERSHIP. The Association is a nonstock membership corporation. The declaration and bylaws will determine the number and qualifications of members of the Association; any classes of membership; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting is not allowed.

ARTICLE 10. MANAGEMENT BY BOARD. The management and affairs of the Association are vested in the board of directors, except for those matters expressly reserved to others in the declaration and bylaws. The bylaws may determine the number and qualification of directors; the term of office of directors; the methods of electing, removing, and replacing directors; and the methods of holding a board meeting and obtaining consents.

ARTICLE 11. DECLARANT CONTROL PERIOD. The Declaration provides for a Declarant Control Period during which the number, qualification, appointment, removal, and replacement of directors, as well as the number of votes allocated to lots owned by Declarant, are governed by the Declarant's reservations in Appendix C of the Declaration.

ARTICLE 12. LIMITATIONS ON LIABILITY. a. Except as provided in Paragraph b below, an officer or director of the Association is not liable to the Association or its members for monetary damages for acts or omissions that occur in the person's capacity as an officer or director, except to the extent a person is found liable for (1) a breach of the officer or director's duty of loyalty to the Association or its members; (2) an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Association; (3) an act or omission that involves intentional misconduct or a knowing violation of the law; (4) a transaction from which the officer or director receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (5) an act or omission for which the liability of an officer or director is expressly provided by an applicable statute. The liability of officers and directors of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended.

b. The limitation on the liability of an officer or director does not eliminate or modify that person's liability as a member of the Association. The liability of a member arising out of a contract made by the Association, or out of the indemnification of officers or directors, or for damages as a result of injuries arising in connection with the common elements, or for liabilities incurred by the Association, will be limited to the same proportion for which he is liable for common expenses as a member of the Association.

ARTICLE 13. INDEMNIFICATION. Subject to the limitations and requirements of applicable law, such as Section 2.22A of the Act, the Association will indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer, director, committee chair, or committee member of the Association. Additionally, the Association may indemnify a person who is or was an employee, trustee, agent, or attorney of the Association, against any liability asserted against him and incurred by him in that capacity and arising out of that capacity.

ARTICLE 14. AMENDMENT OF ARTICLES. These articles may be amended in accordance with the Act, subject to the following: (1) an amendment may not conflict with the declaration or State law; (2) an amendment may not impair or dilute a right granted to a person by the declaration, without that person's written consent; and (3) without member approval, the board of directors may adopt amendments permitted by applicable law, such as Section 4.02.A(4) of the Act.

ARTICLE 15. AMENDMENT OF BYLAWS. The bylaws of the Association may be amended or repealed according to the amendment provision of the bylaws, which may reserve those powers to the members, exclusively.

ARTICLE 16. DISSOLUTION. The Association may be dissolved only as provided in the declaration, bylaws, and by State law. On dissolution, the assets of the Association will be distributed in accordance with the declaration provision for distribution upon termination. If the declaration has no such provision, then in accordance with Section 82.068 of the Texas Property Code, albeit the Property is not a condominium and the Association is not otherwise subject to Chapter 82 of the Property Code.

ARTICLE 17. ACTION WITHOUT MEETING. Pursuant to Section 9.10.C. of the Act, any action required by the Act to be taken at a meeting of the members or directors, or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is sent to all persons entitled to vote on the action, and further provided the consent is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted.

ARTICLE 18. INITIAL BOARD OF DIRECTORS. The initial board consists of three directors who will serve as directors until their successors are elected and qualified, as provided in the bylaws. The name and address of each initial director is as follows:

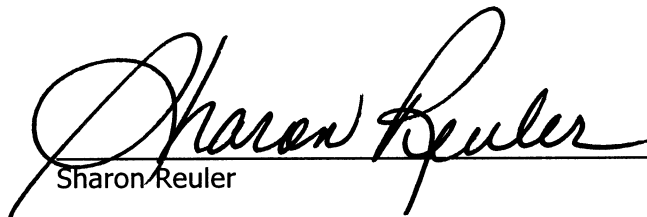
<u>Name</u>	<u>Address</u>
Phillip W. Huffines	8222 Douglas Ave., Suite 660, Dallas, Texas 75225
Donald B. Huffines	8222 Douglas Ave., Suite 660, Dallas, Texas 75225
Elvio P. Bruni	8222 Douglas Ave., Suite 660, Dallas, Texas 75225

ARTICLE 19. INITIAL REGISTERED AGENT. The name of the Association's initial registered agent is Phillip W. Huffines.

ARTICLE 20. OFFICE OF INITIAL REGISTERED AGENT. The address of the Association's initial registered agent is 8222 Douglas Ave., Suite 660, Dallas, Texas 75225.

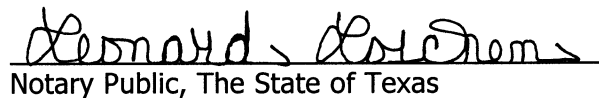
ARTICLE 21. INCORPORATOR. The name of the incorporator is Sharon Reuler. The incorporator's address is c/o SETTLEPOU, 4131 N. Central Expressway, Suite 1000, Dallas, Texas 75204.

SIGNED this 15th day of October 2003.


Sharon Reuler

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

This instrument was acknowledged before me on this 15th day of October 2003 by Sharon Reuler.


Notary Public, The State of Texas

