

JAN 29 2001

**ARTICLES OF INCORPORATION
OF
ROYAL OAK ESTATES PROPERTY OWNER ASSOCIATION**

Corporations Section

We, the undersigned natural persons of the age of eighteen (18) years or more, acting as the incorporators of a corporation ("the Corporation") under the Texas Non-Profit Corporation Act ("the Act"), do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation is **ROYAL OAK MAINTENANCE ASSOCIATION**.

ARTICLE TWO

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

- (1) "Declaration" means this Declaration of Covenants, Conditions, Restrictions and Easements for Royal Oak Estates, Wood County, Texas, and any amendments, modifications or supplements thereto.
- (2) "Member" means a member of the Corporation.
- (3) "Development" means Royal Oak Estates, Wood County, Texas.

ARTICLE THREE

The corporation is a non-profit corporation.

ARTICLE FOUR

The period of its duration is perpetual.

ARTICLE FIVE

The purposes for which the corporation is organized are:

- (1) The specific and primary purposes are to exercise the authority and powers conferred on the corporation by the Declaration.
- (2) The general purposes and powers are:
 - (a) To own and operate all usual and necessary accessories to the primary purpose of the corporation.
 - (b) To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of the corporation.

- (c) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
- (d) To have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.
- (e) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

(3) Notwithstanding any of the foregoing statements of purposes and powers, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (1) of this Article Four, and nothing contained in the foregoing statement of purposes shall be construed to authorize the corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except on dissolution and winding up.

The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE SIX

The street address of the corporation's initial registered office is P.O. Box 689, Emory, Texas 75440, and the name of its initial registered agent at such address is Roy Spence.

ARTICLE SEVEN

The initial Board of Directors shall consist of three directors, and the names and addresses of the persons who shall serve as the initial directors of the corporation are:

Roy Spence	P.O. Box 689 Emory, Texas 75440
Delois Spence	P.O. Box 689 Emory, Texas 75440
Steve Spence	P.O. Box 689 Emory, Texas 75440

ARTICLE EIGHT

The names and street address of the incorporator of the corporation are as follows:

Richard E. Roberts	301 N. Main P. O. Box 70 Quitman, Texas 75783
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ARTICLE NINE

Members shall be admitted to the corporation on such terms and in such classes as the Restrictions and the bylaws of the corporation may provide.

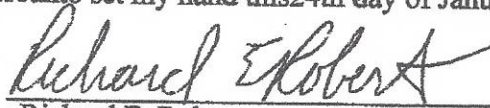
ARTICLE TEN

In the event of dissolution of the corporation, other than incident to a merger or consolidation, any assets required to be distributed pursuant to the terms of Article 1396-6.20A(1), (2), or (3) of the Texas Revised Civil Statutes shall be so distributed, and any excess assessments collected by the corporation shall be rebated to the Members to the extent that such rebate by a "homeowners' association" is permitted by Section 528 of the Internal Revenue Code and in the manner determined by the Board of Directors to most fairly take into account the amount and nature of assessments paid to the corporation with respect to each lot in the Development from among the manners of distribution permitted in the case of a homeowners' association qualifying under Section 528 of the Internal Revenue Code.

ARTICLE ELEVEN

The power to alter, amend or repeal the bylaws or adopt new bylaws is vested in the members of the corporation.

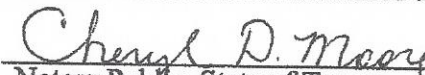
IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of January, 2001.


Richard E. Roberts

STATE OF TEXAS

COUNTY OF WOOD

I, Cheryl Moore, a Notary Public in and for the State of Texas, do hereby certify that on the 24th day of January, 2001, personally appeared before me Richard E. Roberts, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true and correct.


Notary Public, State of Texas

