

FILED
In the Office of the
Secretary of State of Texas
JAN 22 2002

ARTICLES OF INCORPORATION
OF
OAK HOLLOW OF ANNA HOMEOWNERS' ASSOCIATION, INC. Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is OAK HOLLOW OF ANNA HOMEOWNERS' ASSOCIATION, INC., hereinafter sometimes called the "Association."

ARTICLE II

The Association is a nonprofit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes for which the Association is organized are to administer the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR OAK HOLLOW, filed or to be filed for record in the Official Public Records of Real Property of Collin County, Texas, as same may be amended from time to time (the "Declaration"), which affects Oak Hollow, a residential development in Collin County, Texas (the "Subdivision"), and reference being hereby made thereto for all purposes; to provide for the acquisition, construction, management, maintenance, operation and care of property as provided in the Declaration and, in general, to promote and foster civic pride and high standards of property ownership, development and maintenance in the Subdivision and any addition or additions thereto as may hereafter be brought within the jurisdiction of the Association, and for such purposes to:

- (a) perform all of the duties and obligations of the Association as set forth in the Declaration, which the Association is not precluded by law to exercise and perform;
- (b) cause to be enforced (i) the restrictions and covenants imposed upon all or part of the Subdivision by the Declaration, and (ii) the restrictions and covenants, if any, legally imposed hereafter upon the Subdivision by deed or otherwise;
- (c) to acquire (by gift, deed, lease or otherwise), own, hold, improve, operate, maintain, sell, lease, convey, dedicate for public use, otherwise dispose of and/or alienate

real and personal property as the Association may deem necessary or appropriate and/or as provided in the Declaration;

(d) to borrow money, and mortgage, pledge or otherwise encumber, alienate or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred to conduct the lawful affairs of the Association; and

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

PROVIDED, HOWEVER, any of the foregoing provisions of this Article IV to the contrary notwithstanding, the Association is organized and shall be operated exclusively for civic and community service and other nonprofit purposes, and no part of any net earnings or other assets of this Association shall inure to the benefit of any Member of the Association or any owner in the Subdivision.

ARTICLE V

The street address of the initial registered office of the Association is Three Metro Square, 12200 Ford Road, Suite 400, Dallas, Texas 75234, and the name of its initial registered agent at such address is Fred Phillips.

ARTICLE VI

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

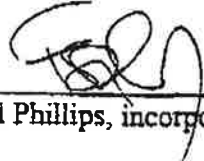
NAME	ADDRESS
Fred Phillips	Three Metro Square, 12200 Ford Road, Suite 400 Dallas, Texas 75234
Becky Ullman	Three Metro Square, 12200 Ford Road, Suite 400 Dallas, Texas 75234
Tim Litinas	Three Metro Square, 12200 Ford Road, Suite 400 Dallas, Texas 75234

ARTICLE X

No director of the Association shall be liable to the Association or its Members for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for (i) a breach of a director's duty of loyalty to the Association or its Members; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided for by statute. If the Texas Miscellaneous Corporation Laws Act or any other statute is amended subsequently to the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Association shall be eliminated or limited to the full extent permitted by such statute, as so amended.

Any repeal or modification of the foregoing paragraph by the Members of the Association shall not adversely affect any right or protection of a director of the Association existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have set my hand this 14 day of January, 2002.



Fred Phillips, incorporator