

DOCUMENTS

FOR

SPRING MEADOW ESTATES

(COLLIN COUNTY AND DALLAS COUNTY)



Roger Williams
Secretary of State
5984 02421
5984 02421

Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC.
Filing Number: 800525627

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: 08/01/2005.

Effective: 08/01/2005



Handwritten signature of Roger Williams in black ink.

Roger Williams
Secretary of State

EXHIBIT B

5984 02422

FILED
In the Office of the
Secretary of State of Texas

AUG 01 2005

**ARTICLES OF INCORPORATION
OF
SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC. Corporations Section**

I, the undersigned natural person of the age of 18 years or more and a United States citizen, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a nonprofit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The corporation is organized to improve, beautify, maintain, manage and operate the Common Areas, Common Facilities and Common Maintenance Areas (as defined in the Declaration hereinafter described) within the Property (as defined in the Declaration), as the same may be reduced or added to in accordance with the Declaration; to provide for architectural control of the lots within the Property; and to promote the recreation, health, safety, convenience and welfare of the members of the corporation. In furtherance of such purposes, the corporation shall have the power to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Spring Meadow Estates Homeowners Association recorded in the Deed Records of Dallas County and Collin County, Texas, as the same may be amended or supplemented from time to time, and further shall have and may exercise any and all powers, rights and privileges that a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise.

ARTICLE V

The street address of the initial registered office of the corporation is 6500 Greenville Avenue, Suite 350, Dallas, Dallas County, Texas 75206, and the name of its initial registered agent at such address is Ronald N. Haynes, Jr.

ARTICLE VI

The corporation shall have members. The designation of any classes of members, the manner of election or appointment and the qualifications and rights of the members of each class shall be set forth in the Bylaws.

ARTICLE VII

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:

Ronald N. Haynes, Jr.
6500 Greenville Avenue, Suite 350
Dallas, Texas 75206

Joy Haynes
6500 Greenville Avenue, Suite 350
Dallas, Texas 75206

Pat Bales
6500 Greenville Avenue, Suite 350
Dallas, Texas 75206

ARTICLE VIII

The name and address of the incorporator is as follows:

Ronald N. Haynes, Jr.
6500 Greenville Avenue, Suite 350
Dallas, Texas 75206

ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes set forth in Article IV above), and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X

To the extent not disallowed by applicable Federal tax laws, no director of the corporation shall be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director, except for liability of a director for (i) a breach of a director's duty of loyalty to the corporation, (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 Non-Profit Corporation Act, the Texas

Miscellaneous Corporation Laws Act, or other applicable law is amended after adoption of these Articles of Incorporation to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended. This Article Ten shall not impair, limit or otherwise adversely affect any other provision of these Articles of Incorporation or the Bylaws of the corporation with respect to limiting or eliminating the liability of directors, but rather shall be cumulative thereof.

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

ARTICLE XI

The corporation shall indemnify its directors and officers to the fullest extent provided by the Texas Non-Profit Corporation Act as the same exists or may hereafter be amended.

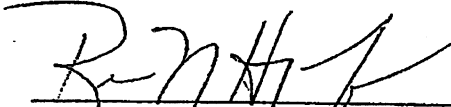
ARTICLE XII

The corporation shall indemnify and hold the undersigned incorporator harmless from and against any and all loss, cost, damage, expense (including, without limitation, attorneys' fees and expenses) for liability caused by, resulting from or arising out of any action taken or authorized by the incorporator of the corporation in respect of the corporation and organization of the corporation in what he deemed to be in or not opposed to the best interests of the corporation.

ARTICLE XIII

Any action required to be taken at a meeting of the members or directors of the corporation 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 and otherwise in compliance with Section 9.10C of the Texas Non-Profit Corporation Act, 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.

IN WITNESS WHEREOF, I have hereunto set my hand, as of the 25th day of July, 2005.



RONALD N. HAYNES, JR.

**UNANIMOUS ORGANIZATIONAL CONSENT OF THE
BOARD OF DIRECTORS
OF
SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC.**

The undersigned, being all of the Directors named in the Articles of Incorporation of SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation (herein called the "Corporation"), hereby waive the requirement of holding an Organizational Meeting of the Board of Directors of the Corporation and hereby unanimously consent to the adoption by the Board of Directors of the Corporation of the following resolutions:

RESOLVED: That the form of Bylaws heretofore submitted to each of the undersigned be and it is hereby adopted as and for the Bylaws of the Corporation, and the Secretary of the Corporation be and he is hereby instructed to cause the same to be inserted in the Minute Book of the Corporation.

RESOLVED, FURTHER: That Ronald N. Haynes, Jr. be and he is hereby elected President and Treasurer of the Corporation and Pat Bales be and she is hereby elected Secretary of the Corporation, each to serve subject to the Bylaws.

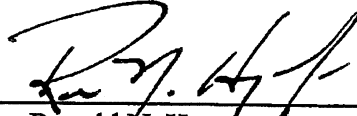
RESOLVED, FURTHER: That any and all action taken in good faith by the officers and directors of the Corporation prior to the date hereof on behalf of the Corporation and in furtherance of the transactions contemplated by the foregoing resolutions are in all respects ratified, confirmed, and approved by the Corporation as its own act and deed, and shall be conclusively deemed to be such corporate act and deed for all purposes.

RESOLVED, FURTHER: That the officers of the Corporation be and they are hereby authorized and directed to execute any and all further instruments and to do and perform any and all such other acts and things that may be necessary or proper to carry out the purposes and intent of the foregoing resolutions.

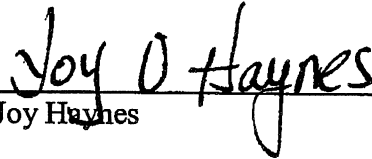
**Remainder of This Page
Left Blank Intentionally**

EXHIBIT C

IN WITNESS WHEREOF, the undersigned members of the Board of Directors of the Corporation have set their hands as of the 25th day of July, 2005.



Name: Ronald N. Haynes, Jr.



Name: Joy Haynes



Name: Pat Bales

5984 02417

**DEDICATORY INSTRUMENTS CERTIFICATE
SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC.**

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS & COLLIN §

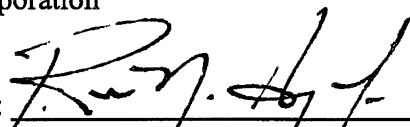
SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation (the "Association") hereby records this Certificate in compliance with Texas Property Code §202.006, requiring filing of dedicatory instruments in the real property records of each county in which the property to which the dedicatory instrument relates is located. Attached to this Certificate as Exhibits B, C and D, respectively are true and correct copies of:

- (i) Articles of Incorporation of the Association filed with the Secretary of State of Texas (Exhibit B); and
- (ii) Unanimous Consent of Board of Directors of the Association adopting the Bylaws of the Association (Exhibit C), and copy of the Bylaws as so adopted by the Board of Directors (Exhibit D).

The above-described instruments affect and relate to the Association and the real property in Dallas and Collin County, Texas described in Exhibit A attached hereto (the "Property"). Restrictive covenants affecting the Property have been, and any amendments thereto have been or will be, recorded separately. The Articles of Incorporation and the Bylaws may be amended from time to time. Current copies of the same may be obtained from the Association in accordance with Texas Property Code §207.003.

Dated: July 25, 2005.

SPRING MEADOW ESTATES HOMEOWNERS
ASSOCIATION, INC., a Texas non-profit
corporation

By: 
Name: Ronald N. Haynes, Jr.
Title: President

THE STATE OF TEXAS
COUNTY OF DALLAS

§
§
§

This instrument was acknowledged before me this 25th day of July, 2005, by Ronald N. Haynes, Jr., President of SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC., a Texas non-profit corporation, on behalf of said corporation.

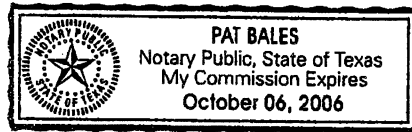
Pat Bales

Notary Public in and for the State of Texas

My Commission Expires: 10-6-2006

EXHIBITS:

- Exhibit A - Property Description
- Exhibit B - Articles of Incorporation
- Exhibit C - Unanimous Consent of Board of Directors
- Exhibit D - Bylaws



PROPERTY DESCRIPTION

BEING a tract of land situated in the Daniel Herring Survey, Abstract No. 402, Collin County and the Daniel Herring Survey, Abstract No. 626, Dallas County, City of Sachse, Texas the subject tract being all of a two tracts of land conveyed to Sachse Ingram Ltd. according to the deeds recorded in Volume 5600, Page 4714 and Volume 5599, Page 5068 of the Deed Records of Collin County, Texas (DRCCT), the same two tracts being recorded in Volume 2004-025, Page 3935 and Volume 2004-024, Page 5364 of the Deed Records of Dallas County, Texas (DRDCT), subject tract being more particularly described as follows:

BEGINNING at a ½ inch iron pin found at the Northwest corner of said subject tract, same being the Northeast corner of Lot 9 of Long Meadows Addition, an Addition to the City of SACHSE according to the file plat recorded in Cabinet G, Page 717 (DRCCT), said corner further being the South line of Quail Hollow Estates Phase 1, an Addition to the City of SACHSE according to the file plat recorded in Cabinet I, Page 925 (DRCCT);

THENCE South 89° 44' 51" East, along the South line of said Quail Hollow Estates Phase 1, a distance of 671.33 feet to a ½ inch iron pin found at corner;

THENCE North 89° 57' 37" East, continuing along the South line of said Quail Hollow Estates Phase 1, a distance of 399.81 feet to the Northwest corner of a tract of land conveyed to Ronnie Martin according to the deeds recorded in Volume 1288, Page 353 and Volume 3095, Page 167 (DRCCT);

THENCE South 00° 16' 10" West, along the West line of said Martin tract and the West line of a tract of land conveyed to Kenneth O. Johnson according to the deed recorded in Volume 1832, Page 110 (DRCCT), a distance of 486.87 feet to a 3/8 inch iron pin found in the North line of a tract of land conveyed to Morris Gasaway according to the deed recorded in Volume 1519, Page 628 (DRCCT);

THENCE South 86° 49' 02" West, along the North line of said Gasaway Tract, a distance of 135.72 feet to a 3/8 inch iron pin found at the Northwest corner of said Gasaway Tract;

THENCE South 00° 14' 48" West, passing a 3/8 inch iron pin found on line at the Southwest corner of said Gasaway Tract at a distance of 99.50 feet continuing a total distance of 200.59 feet to a ½ inch iron pin with a red cap stamped Tipton Eng. Inc. set at the Southeast corner of a tract of land conveyed to James O. Tawwater according to the deed recorded in Volume 1519, Page 528 (DRCCT);

THENCE North 87° 12' 14" East, along the South line of said Tawwater Tract, a distance of 403.83 feet to a ½ inch iron pin with a red cap stamped Tipton Eng. Inc. set in the West line of Dewitt Road;

THENCE South 00° 35' 01" West, along the West line of said Dewitt Road, a distance of 151.81 feet to a ½ inch iron pin with a red cap stamped Tipton Eng. Inc. set at the Northeast corner of a tract of land conveyed to Mary A. Jones according to the deed recorded in Volume 92109, Page 5162 (DRCCT);

THENCE South 86° 48' 47" West, along the North line of said Jones Tract, a distance of 393.35 feet to a ½ inch iron pin with a red cap stamped Tipton Eng. Inc. set at the Northwest corner of said Jones tract;

THENCE South 00° 12' 02" West, passing a 3/8 inch iron pin found on line at the Southwest corner of said Jones Tract a distance of 211.14 feet continuing along the West line of a tract of land conveyed to Faith Baptist Church 1 according to the deed recorded in Volume 94051, Page 3646 (DRDCT), passing a 3/8 inch iron pin found on line at a distance of 739.56 feet and continuing a total distance of 769.40 feet to approximate centerline of Ingram Road;

THENCE North 89° 58' 23" West, along the approximate centerline of said Ingram Road, a distance of 561.62 feet;

THENCE North 00° 01' 37" East, a distance of 28.32 feet to a ½ inch iron pin with a red cap stamped Tipton Eng. Inc. set at corner;

THENCE North 19° 52' 47" East, a distance of 135.80 feet to a ½ inch iron pin with a red cap stamped Tipton Eng. Inc. set at corner;

THENCE around a non-tangent curve to the right having a central angle of 160° 30' 33", a radius of 50.00 feet, a chord of North 10° 08' 03" East, 98.56 feet, an arc distance of 140.07 feet to a ½ inch iron pin stamped Tipton Eng. Inc. set at corner;

THENCE North 00° 23' 19" East, a distance of 85.92 feet to a ½ inch iron pin with a red cap stamped Tipton Eng. Inc. set at corner;

THENCE North 89° 36' 41" West, a distance of 266.68 feet to a ½ inch iron pin with a red cap stamped Tipton Eng., Inc. set at corner;

THENCE South 00° 23' 19" West, a distance of 340.69 feet to the approximate centerline of Ingram Road;

THENCE North 89° 58' 23" West, along the approximate centerline of said Ingram Road, a distance of 183.34 feet;

THENCE North 00° 23' 19" East, passing a ½ inch iron pin found at a distance of 29.88 feet, continuing along the East line of said Long Meadows Addition, a total distance of 1620.63 feet to the PLACE OF BEGINNING with the subject tract containing 1,573,684 square feet or 36.1268 acres of land.

SAVE AND EXCEPT, Block B, Lot 1-A in Spring Meadow Estates, an Addition to the City of Sachse, Collin and Dallas County, Texas, according to the plat thereof recorded in the Real Property Records of Collin County, Texas and in the Real Property Records of Dallas County, Texas.

5984 02427

BYLAWS OF

SPRING MEADOW ESTATES HOMEOWNERS ASSOCIATION, INC.

A TEXAS NON-PROFIT CORPORATION

EXHIBIT D