

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Volente Hills at Park Forest Owners Association, Inc.
Filing Number: 800044688

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: 01/09/2002

Effective: 01/09/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

JAN 09 2002

Corporations Section

ARTICLES OF INCORPORATION
OF

VOLENTE HILLS AT PARK FOREST OWNERS ASSOCIATION, INC.

The undersigned natural person, being 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 Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

Article I

NAME

The name of the corporation is Volente Hills at Park Forest Owners Association, Inc. (hereinafter called the "Association").

Article II

NONPROFIT CORPORATION

The Association is a nonprofit corporation.

Article III

DURATION

The period of the Association's duration is perpetual.

Article IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized in accordance with, and shall operate for nonprofit purposes pursuant to, the Texas Nonprofit Corporation Act, and no part of the net earnings of the Association (other than by acquiring, constructing, or providing management maintenance, and care of Association property, and other than by rebate of excess membership dues, fees, or assessments) shall inure to the benefit of any private shareholder, member, or individual). The Association is formed for the sole purpose of providing for the acquisition, construction, management, maintenance, and care of the Association property consistent with the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the Declaration of Covenants, Conditions, and Restrictions - Anderson Mill West, Sections 19 and 20 - To be known as "Volente Hills at Park Forest", dated October 10, 2000, and filed for record in the real property records of Travis County, Texas, as the same may be amended, restated, and supplemented from time to time (the "Declaration"), with respect real property described in such Declaration (the "Subdivision").

Article V

REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the Association is 12554 Riata Vista Circle, Second Floor, Austin, Texas, 78727. The name of its initial registered agent at such address is Larry Jessen.

Article VI
BOARD OF DIRECTORS

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

Name	Street Address
Larry Jessen	12554 Riata Vista Circle, Second Floor Austin, Texas 78727
Don Trahan	12554 Riata Vista Circle, Second Floor Austin, Texas 78727
Theresa Thomas	12554 Riata Vista Circle, Second Floor Austin, Texas 78727

Article VII
INDEMNIFICATION

To the maximum extent permitted by the Texas Non-Profit Corporation Act and other applicable law, the Association shall indemnify any director or officer or former director or officer of the Association for expenses and costs (including attorney's fees) actually and necessarily incurred by him or her in connection with any claim asserted against the director or officer, by action in court or otherwise, by reason of being or having been the director or officer, except in relation to matters as to which the officer or director is guilty of gross negligence or willful misconduct in respect of the matter in which indemnity is sought or as to which the such director's liability is not limited under Article VIII below.

Article VIII
LIMITATION OF DIRECTORS' LIABILITY

No director of the Association shall be liable to the Association for monetary damages for an act or omission in such director's capacity as a director, except for liability resulting from:

- (1) a breach of the 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 director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Article IX
IRS EXEMPTION

The business and affairs of the Association shall always be conducted so that the Association does not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation under 501(c)(4) of Internal Revenue Code of 1986, as amended.

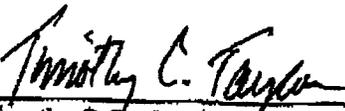
Article X
DISSOLUTION

In the event of dissolution of the corporation, the assets of the corporation shall belong to the members of the corporation at the time of dissolution, pro rata according to the respective members' percentage ownership of common area of Subdivision.

Article XI
INCORPORATOR

The name and address of the incorporator is: Timothy C. Taylor, Jackson Walker L.L.P., 100 Congress Avenue, Suite 1100, Austin, Texas, 78701.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of January, 2002.



Timothy C. Taylor, Incorporator