

ARTICLES OF INCORPORATION

OF

THE SHELTON CONDOMINIUM ASSOCIATION

FILED
In the Office of the
Secretary of Texas

NOV 07 1983

Clark C
Corporations Section

We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators 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 THE SHELTON CONDOMINIUM ASSOCIATION.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

Subject to Part IV of the Texas Miscellaneous Corporation Laws Act, the purposes for which the corporation is organized are:

To operate, manage, maintain and administer the affairs of The Shelton, a condominium project established pursuant to the Condominium Act of the State of Texas, Article 1301a of the Texas Revised Civil Statutes, and that certain Declaration and Master Deed for The Shelton recorded in the Condominium Records of Dallas County, Texas (the "Declaration and Master Deed").

To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of The Shelton as a condominium project in accordance with the Declaration and Master Deed.

ARTICLE V

Each Owner shall be a member of the corporation and no other person or entity shall be entitled to membership. No Owner shall be required to pay any consideration whatsoever solely for his membership in the corporation.

The share of an Owner in the funds and assets of the corporation cannot be assigned, pledged or transferred in any manner except as an appurtenance to his Unit in the Condominium Project.

Each Owner shall be entitled to a vote, the value of which shall equal the total of the percentages of value assigned to the Units owned by such Owner as set forth in the Declaration and Master Deed. Cumulative voting is prohibited.

No Owner, other than Developer, shall be entitled to vote at any meeting of the corporation until such Owner has presented evidence of ownership of a Unit in the Condominium Project to the corporation. The vote of each Owner may only be cast by such Owner or by a proxy given by such Owner to his duly authorized representative. If title to a Unit shall be in the name of two or more Owners, any one of such Owners may vote as the Owner of the Unit at any meeting of the corporation and such vote shall be binding on such other Owners who are not present at such meeting until written notice to the contrary has been received by the corporation in which case the unanimous action of all such Owners (in person or by proxy) shall be required to cast their vote as Owners. If two or more of such Owners are present at any meeting of the corporation, then unanimous action shall be required to cast their vote as Owners.

An Owner in default of any provisions of the Declaration and Master Deed shall not be entitled to vote at any meeting of the corporation so long as such default is in existence.

The terms "Condominium Project", "Developer", "Owner" and "Unit", as used herein, shall have the same meaning as set forth in the Declaration and Master Deed.

ARTICLE VI

The street address of the initial registered office of the corporation is 8333 Douglas Avenue, Dallas, Texas 75225, and the name of the initial registered agent at such address is Roger B. Gadd.

ARTICLE VII

The number of directors of the corporation shall be fixed by the bylaws of the corporation but shall not be less than three (3). The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial board of directors are:

<u>Name</u>	<u>Address</u>
Pete Callis	2030 Avenue G Suite 1104 Plano, TX 75074
Roger B. Gadd	8333 Douglas Avenue P. O. Box 12709 Dallas, Texas 75225

Name

A. H. Latimer

Address

8333 Douglas Avenue
P. O. Box 12709
Dallas, Texas 75225

The initial board of directors, or their replacements as appointed by Developer, shall serve until the first meeting of members of the corporation held as provided in the By-laws to the Declaration and Master Deed, which provision reads as follows:

The first meeting of the members of the Association shall be held within ninety (90) days after conveyance by Developer of more than seventy-five percent (75%) in number of the Units in the Condominium Project or such earlier date as Developer elects. Until the first meeting of the members, the affairs of the Association shall be managed by the first Board of Directors named in the Articles of Incorporation of the Association, or their replacements as appointed by Developer.

ARTICLE VIII

The name and street address of each incorporator is:

Name

Address

Kay A. King

8333 Douglas Avenue
P. O. Box 12709
Dallas, TX 75225

Roger B. Gadd

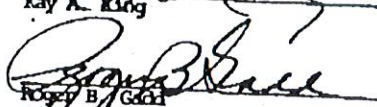
8333 Douglas Avenue
P. O. Box 12709
Dallas, Texas 75225

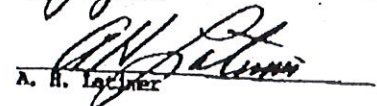
A. H. Latimer

8333 Douglas Avenue
P. O. Box 12709
Dallas, Texas 75225

IN WITNESS WHEREOF, we have hereunto set our hands this 3-1-83 day of November, 1983.


Kay A. King


Roger B. Gadd


A. H. Latimer

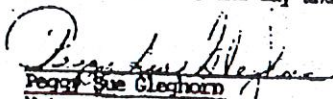
THE STATE OF TEXAS

COUNTY OF DALLAS

I, Peggy Sue Gleghorn, a notary public, do hereby certify that on this 3rd day of November, 1983, personally appeared before me Kay A. King, Roger B. Gadd and A. H. Latimer who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written:

Printed Name:


Peggy Sue Gleghorn

Notary Public in and for the
State of Texas

My Commission Expires: 6-9-85

EXHIBIT D
ARTICLES OF INCORPORATION

EXHIBIT E
BYLAWS OF THE CONDOMINIUM ASSOCIATION