



The State of Texas

Secretary of State

JULY 11, 1994

JAY DON WATSON--THORNTON PAYNE WATSON
PO DRAWER E
BRYAN ,TX 77805

RE:
SWEETWATER HOMEOWNERS ASSOCIATION OF BRAZOS COUNTY, INC.
CHARTER NUMBER 01318247-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "Norel Kirk".

Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

SWEETWATER HOMEOWNERS ASSOCIATION OF BRAZOS COUNTY, INC.
CHARTER NUMBER 01318247

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
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 CORPORATE 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 JULY 1, 1994

EFFECTIVE JULY 1, 1994




Secretary of State

FILED
In the Office of the
Secretary of State of Texas
JUL 01 1994
Corporations Section

**ARTICLES OF INCORPORATION
OF
SWEETWATER HOMEOWNERS ASSOCIATION OF BRAZOS COUNTY, INC.**

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

ARTICLE I

The name of the Corporation is Sweetwater Homeowners Association of Brazos County, Inc.

ARTICLE II

The Corporation is a non-profit Corporation.

ARTICLE III

The period of its duration is PERPETUAL.

ARTICLE IV

The purpose or purposes for which the Corporation is organized is the administration and operation of the Sweetwater Land Development, a land and/or subdivision development located in Brazos County, Texas, including but not limited to providing for the maintenance, repair or replacement, administration, insuring and operation of the Sweetwater Land Development and the component homeowners associations to be concluded therein, pursuant to the provisions set forth in the Sweetwater Land Development declaration of easements, restrictions, covenants and the By-laws of the Sweetwater Homeowners Association of Brazos County, Inc.

ARTICLE V

The street address of the Corporation's initial registered office is 7607 Eastmark Drive, College Station, Texas 77840 and the name of its initial registered agent at such address is Fain McDougal.

ARTICLE VI

The number of the Corporation's directors, the method of their election, and terms of office shall be determined by the Bylaws of the Corporation and shall be subject to changes as the Bylaws may be amended. The number shall never be less than two.

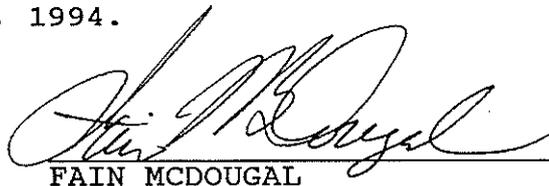
The number of Directors constituting the initial Board of Directors is two, and the names and addresses of the persons to serve as such Directors until the first annual meeting of the Members are:

Fain McDougal	7607 Eastmark Drive College Station, Texas 77840
Janie Grant McDougal	7607 Eastmark Drive College Station, Texas 77840

ARTICLE VII

The name and address of the incorporator is Fain McDougal, 7607 Eastmark Drive, College Station, Texas 77840.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, this the 30th day of June, 1994.



FAIN MCDUGAL