



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

RICHARDSON SADDLEBROOK HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01551349

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 SEP. 21, 1999

EFFECTIVE SEP. 21, 1999



A handwritten signature in cursive script, reading "Elton Bomer".

Elton Bomer, Secretary of State

ARTICLES OF INCORPORATION

OF

RICHARDSON SADDLEBROOK HOMEOWNERS ASSOCIATION, INC.

The undersigned, a natural person of the age of twenty-one years or more, and a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE
NAME

The name of the corporation (the "Corporation") is "Richardson Saddlebrook Homeowners Association, Inc."

ARTICLE TWO
NON-PROFIT

The Corporation is a non-profit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
PURPOSE

The purpose for which the Corporation is organized is to provide for the maintenance and preservation of, and to promote the health, safety and welfare of the residents of, Saddlebrook, Richardson, Collin County, Texas (the "Addition"), and to preserve the beautification of the Addition, in accordance with the provisions of the Declaration of Covenants, Conditions and Restrictions for Saddlebrook (the "Declaration"), including, without limitation, the following purposes:

A. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

B. To maintain the Common Area (as defined in the Declaration); and

C. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in the Declaration, and reference to the Declaration is hereby made for all purposes.

ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office is % J. Baker Corporation, 12890 Hillcrest Road, Suite 106, Dallas, Texas 75230, and the initial registered agent of the Corporation at that address is Mr. John Baker.

ARTICLE SIX
DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of three (3) Directors. The number of Directors may be changed by amendment of the Bylaws of the Corporation, but shall in no event be less than three (3). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

John Baker	J. Baker Corporation 12890 Hillcrest Road, Suite 106 Dallas, Texas 75230
Steve Langhoff	Landstar Homes Dallas, Ltd. 8131 L.B.J. Freeway, Suite 725 Dallas, Texas 75251
Ed Toole, III	11300 North Central Expressway Royal Central Tower, Suite 200 Dallas, Texas 75243

ARTICLE SEVEN
INCORPORATOR

The name and street address of the incorporator are:

Donald H. Snell, Esq.	Snell, Brannian & Trent 8150 N. Central Expressway Suite 1800 Dallas, TX 75206
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**ARTICLE EIGHT
INDEMNIFICATION**

A. The Corporation shall indemnify any person (or entity) who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, or agent of the Corporation, or a member of any committee thereof, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person or entity shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person or entity is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person or entity did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

B. To the extent that a director, officer, employee or agent of the Corporation, or a member of any committee thereof, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph A above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

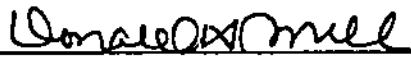
C. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Texas, any Bylaw, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, agent, or committee member and shall inure to the benefit of the heirs, executors and administrators of such a Person.

D. The Corporation shall have the power to purchase and maintain insurance on behalf of any Person who is or was a director, officer, employee or agent of the Corporation, or a member of any committee thereof, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE NINE
ACTION WITHOUT A MEETING

Any action required by the Act 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 any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, 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. The written consent and notice of such shall conform to the requirements of Art. 1396-9.10 of the Act.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of September, 1999.



DONALD H. SNELL