



The State of Texas

Secretary of State

MAR. 6, 2000

SANDI BURLESON (FRANK M. NEWMAN, JR. & ASSO
3327 WEST SEVENTH STREET, SUITE B
FORT WORTH ,TX 76107

RE:
PARK PLACE NEIGHBORHOOD ASSOCIATION, INC.
CHARTER NUMBER 01573141-01

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 "Elton Bomer".

Elton Bomer, Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

PARK PLACE NEIGHBORHOOD ASSOCIATION, INC.
CHARTER NUMBER 01573141

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 MAR. 3, 2000

EFFECTIVE MAR. 3, 2000



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

ARTICLES OF INCORPORATION

OF

Park Place Neighborhood Association

FILED
In the Office of the
Secretary of State of Texas

MAR 03 2000

ARTICLE ONE

Corporations Section

The name of the corporation is Park Place Neighborhood Association, Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized is to serve as an association of the owners of property subject to the DECLARATIONS OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR PARK PLACE, PHASE II, AN ADDITION TO THE CITY OF FORT WORTH, TARRANT COUNTY, TEXAS (the "Declarations") filed of record in Volume 12255, Page 1785, Deed Records of Tarrant County, Texas; to enforce the Declarations; and to exercise for the benefit of Park Place, Phase II the rights and responsibilities of the Association provided for in or reasonably anticipated in the Declarations or under law.

ARTICLE FIVE

The street address of its initial registered office is 3327 West Seventh Street, Suite B, Fort Worth, Texas 76107 and the name of its initial registered agent at such address is Frank M. Newman, Jr.

ARTICLE SIX

The number of directors constituting the initial Board of Directors is six (6), and the names and addresses of the persons who are to serve as directors are:

Douglas Boone, Jr.
4705 Park Bend Drive
Fort Worth, Texas 76137

Sharyl Richardson
7767 Beaver Bend
Fort Worth, Texas 76137

Jon Dixon
4836 Park Brook
Fort Worth, Texas 76137

Jeanine Redden
4672 Grant Park
Fort Worth, Texas 76137

Lana Gerdock
4833 Park Brook
Fort Worth, Texas 76137

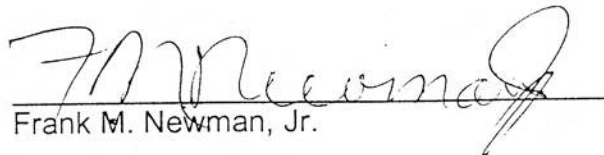
Michael Jones
7771 Silver Sage
Fort Worth, Texas 76137

ARTICLE SEVEN

The name and address of the incorporator is:

Frank M. Newman, Jr.
3327 West Seventh Street, Suite B
Fort Worth, Texas 76107

Signed on February 24, 2000.


Frank M. Newman, Jr.