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FILED
In the Office of the
Secretary of State of Texas
APR 03 1997
Corporations Section

**ARTICLES OF INCORPORATION
OF
BEDFORD ESTATES HOMEOWNERS ASSOCIATION, INC.**

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a non-profit corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation for a non-stock, non-profit corporation:

ARTICLE I

The name of the corporation is BEDFORD ESTATES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The corporation's period of duration is perpetual.

ARTICLE IV

Section 1. Purpose. The sole purpose for which the corporation is organized is to act as a homeowners association which is organized and operated to provide for the acquisition, construction, management, maintenance, and care of association property in or related to the Bedford Estates subdivision in the City of Bedford, Tarrant County, Texas, in full accordance with Section 528(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. To the fullest extent allowed by Section 528(c) and other sections of the Internal Revenue Code and its Regulations applicable to a homeowners association, the corporation shall perform the following duties and functions:

(a) to administer and exercise the rights, powers, and discretionary authority originally retained or held by North Development Co., Inc., as the "Dedicator" or developer of the Bedford Estates subdivision and that are specifically mentioned in the dedicatory instruments for the subdivision and to the fullest extent that an assignment of such rights to the corporation is allowed by law;

(b) to protect, administer, and obtain compliance with the covenants and restrictions governing any part of the subdivision and filed of record with the Tarrant County Clerk;

(c) to foster community spirit;

(d) to promote the health, safety, welfare, and better living of the residents and other owners of property in the subdivision and in the Bedford community at large; and

(e) to provide for the management, maintenance, preservation, beautification, and disposition of certain common areas and other property and improvements in and adjacent to said subdivision.

Section 2. Prohibition of Political Activity. The corporation shall not act as a political organization. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE V

The corporation shall have all powers necessary to effect any or all of the purposes for which the corporation is organized and as allowed by the provisions of the Texas Non-Profit Corporation Act or any other applicable law.

ARTICLE VI

No part of the net earnings of the corporation shall ever inure (other than as a direct result of the corporation engaging in one or more functions recognized as "exempt" under the Internal Revenue Code, as provided in Income Tax Regulations § 1.528-7) to the benefit of any private person.

ARTICLE VII

The street address of the initial registered office of the corporation is 1705 Ashbury Court, Bedford, Texas 76021, and the name of its initial registered agent at such address is Lester J. Davis.

ARTICLE VIII

The number of directors constituting the initial board of directors of the corporation

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

	<u>NAME</u>	<u>ADDRESS</u>
1.	Lester J. Davis	1705 Ashbury Court Bedford, TX 76021
2.	Michael Jones	3824 Cambridge Circle E. Bedford, TX 76021
3.	Mark Holton	1605 Wimbledon Drive Bedford, TX 76021
4.	David Jobe	1815 Wimbledon Drive Bedford, TX 76021
5.	Suzanne Painter	3804 Welwyn Way Bedford, TX 76021
6.	Donald Gilmore	1709 Ashbury Court Bedford, TX 7602

ARTICLE IX

Provisions for the regulation of the internal affairs of the Corporation will include the following, but such enumeration is not in limitation of the power of the members or the board of directors to formulate in the bylaws, or by resolution, or by any other proper manner any other lawful provision not inconsistent with law or these articles:

Section 1. Bylaws. The board of directors will adopt the initial bylaws, and from time to time may alter, amend or repeal the bylaws or adopt new bylaws. The members from time to time may alter, amend or repeal any bylaws adopted by the board of directors or may adopt new bylaws.

Section 2. Limitation of Liability. A director of the corporation shall not be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this section does not eliminate or limit the liability of a director for: (i) a breach of the director's duty of loyalty to the corporation or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the

director to the corporation or that involves intentional misconduct or a knowing violation of the law; (iii) 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 (iv) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

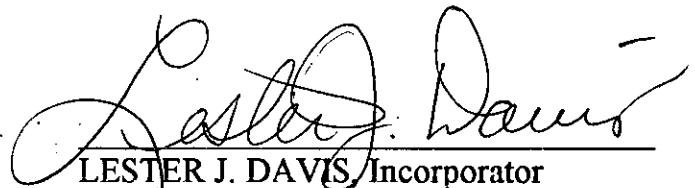
Section 3. Action Without a Meeting. Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the members or directors of the corporation, or any action that may be taken at a meeting of the members or directors or of any committee, may be taken without a meeting if a consent 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.

ARTICLE X

The name and street address of the incorporator is:

Lester J. Davis
1705 Ashbury Court
Bedford, TX 76021

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of March, 1997.


LESTER J. DAVIS, Incorporator