

MAY 19 1999

ARTICLES OF INCORPORATION
OF
SPICEWOOD BEACH PROPERTY OWNERS ASSOCIATION, INC.
~~Corporations Section~~

I, the undersigned, being a natural person of the age of eighteen years or more, and a citizen of the State of Texas, acting as Incorporator of said Corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Non-Profit Corporation.

ARTICLE ONE

The name of the Corporation is Spicewood Beach Property Owners Association, Inc.

ARTICLE TWO

The Corporation is a non-profit corporation. The corporation is a non-profit corporation by virtue of Internal Revenue Code section 528 which states that a homeowners association, including a residential real estate management association, shall be considered an organization exempt from income taxes for the purpose of any law which refers to organizations exempt from income taxes.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the Corporation is organized are:

- 1) To acquire, construct, manage, maintain and/or care for property owned by the corporation and used by the corporation for the benefit of the members of the corporation.
- 2) To operate as a homeowners association, including a residential real estate management or association, as that term is defined in Section 528(c) of the Internal Revenue Code.
- 3) To construct and maintain a road for the ingress and egress of members of the corporation to and from the real property owned by such members in Spicewood Beach subdivision in Burnet County, Texas.
- 4) To collect from the members of the corporation such dues, fees or assessments as may be required to carry out the functions stated above.

ARTICLE FIVE

The corporation shall have members. A person shall become a member of the corporation by purchasing (whether by deed, contract for deed or other form of conveyance) one or more lots in Spicewood Beach in Burnet County, Texas

ARTICLE SIX

The street address of the initial registered office of the corporation is 608 Highway 281 North, Suite 100, Marble Falls, Texas 78654, and the name of the initial registered agent at such address is H. Bryan Hicks.

ARTICLE SEVEN

The number of directors constituting the initial board of directors is three, and the names and addresses of the persons who are to serve as the initial directors are:

L.J. Honeycut
Post Office Box 91
Spicewood Beach, Texas 78669

Mary A. Selly
109 Singleton Dr.
Spicewood Beach, Texas 78669

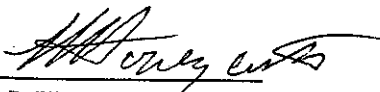
Arie J. Bronkhorst
P. O. Box 293
Spicewood Beach, Texas 78669

ARTICLE EIGHT

The name and address of the incorporator is as follows:

L.J. Honeycut
Post Office Box 91
Spicewood, Texas 78669

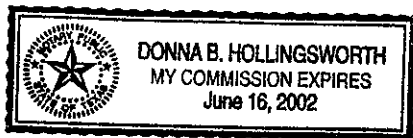
IN WITNESS WHEREOF, I have hereunto set my hand this day, May
17 1999.

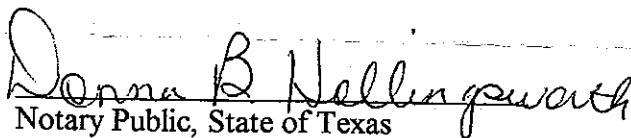

L.J. Honeycut
Incorporator

THE STATE OF TEXAS

COUNTY OF BURNET

I, the undersigned Notary Public, do hereby certify that on May 19, 1999, personally appeared before me, L.J. Honeycut, who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.




Notary Public, State of Texas

5-19-99



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

SPICEMOOD BEACH PROPERTY OWNERS ASSOCIATION, INC.
CHARTER NUMBER 01535983

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 MAY 19, 1999

EFFECTIVE MAY 19, 1999



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

Elton Bomer, Secretary of State