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Secretary of State of Texas
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Corporations Section

ARTICLES OF INCORPORATION
OF

AMBERWOOD FARMS HOMEOWNER'S ASSOCIATION, INC.

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

ARTICLE I

NAME

The name of the corporation is Amberwood Farms Homeowner's Association, Inc. hereinafter called the "Association". [The defined terms in these Articles shall have the meanings set forth in the Declaration (hereinafter defined).]

ARTICLE II

NON-PROFIT STATUS

The Association is a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

PURPOSE

The purpose or purposes for which this Association is organized is to provide for maintenance, preservation of the Common Area and architectural control of the residential Lots and Common Properties (the "Property") described in the Declaration, and to promote the health, safety, and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR AMBERWOOD FARMS, COLLIN COUNTY, TEXAS, as amended or supplemented from time to time, hereinafter called the "Declaration", applicable to the Property and recorded under Clerk's File No. 98-0051110 in the Office of the County Clerk of Collin County, Texas, such declaration being incorporated herein; and

(b) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 520 Central Parkway, Suite 301, Plano, Texas, 75074, and the name of its initial registered agent at such address is Toby Haggard.

ARTICLE VI

MEMBERSHIP

The Association shall have Members.

ARTICLE VII

INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Toby Haggard	520 Central Parkway Suite 301 Plano, Texas 75074
Owen Haggard	520 Central Parkway Suite 301 Plano, Texas 75074
Monica Haggard	520 Central Parkway Suite 301 Plano, Texas 75074

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Charles W. Spencer
8111 LBJ Freeway
Suite 1165
Dallas, Texas 75251

ARTICLE IX

INDEMNITY

The Association shall indemnify, defend and hold harmless the Declarant, the Board, the Architectural Control Committee and each director, officer, employee and agent of the Declarant, the Board and the Architectural Control Committee from all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including attorneys' fees) incurred by such indemnified person under or in connection with the Declaration or the Properties to the fullest extent permitted by applicable law, such indemnity to include matters arising as a result of the sole or concurrent negligence of the indemnified party, to the extent permitted by applicable law.

ARTICLE X

LIABILITY OF DIRECTORS

A director of the Association shall not be liable to the Association or its Members for monetary damages resulting from an act or omission in his capacity as a director of the Association, except that this Article X does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

1. a breach of the director's duty of loyalty to the Association or its Members;
2. an act or omission not in good faith that constitutes a breach of duty of the director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which the director received an improper benefit (one to which he was not otherwise entitled in a capacity other than as director); or
4. an act or omission for which the liability of a director is expressly provided by an applicable statute.

The foregoing elimination of liability to the Association shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of these Articles of Incorporation, the bylaws of the Association, a contract or agreement, vote of directors, principle of law or otherwise. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any Association existing at the time of the repeal or modification. In addition to the circumstances in which a director of the Association is not liable to the full extent permitted by any amendment to the Texas Miscellaneous Corporation Laws Act or the

Texas Non-Profit Corporation Acct hereinafter enacted that further limits the liability of a director.

ARTICLE XI

CONSENT IN LIEU OF MEETING

Any action required by the statutes to be taken at any annual or special meeting of members or directors of the Association, or any action that may be taken at any annual or special 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 voting.

Prompt notice of the taking of any action by members, directors, or a committee without a meeting by less than unanimous written consent shall be given to all members, directors or committee members who did not consent in writing to the action.

A telegram, telex, cablegram, or similar transmission, or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a director, member or committee member, shall be regarded as signed by such person for the purposes of this Article.

IN WITNESS WHEREOF, I have hereunto set my hand this the 21st day of August, 1998.

Charles W. Spencer

Charles W. Spencer, Incorporator