

The State of Texas

Secretary of State

FEB. 18, 1993

STANLEY K. BARTH-ANDREWS & BARTH
8235 DOUGLAS AVE. STE. 1120
DALLAS, TX 75225

RE:
FIREWHEEL FARMS NO. 2 HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01260635-01

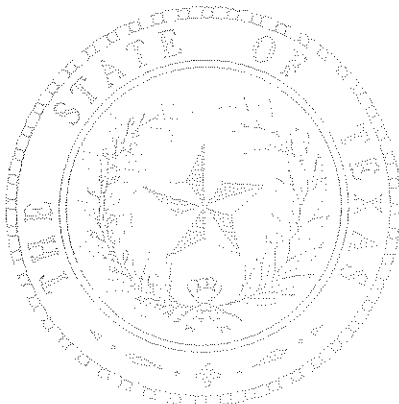
IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

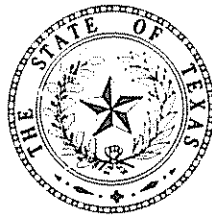
AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU 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,

John Hannah Jr
Secretary of State





The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

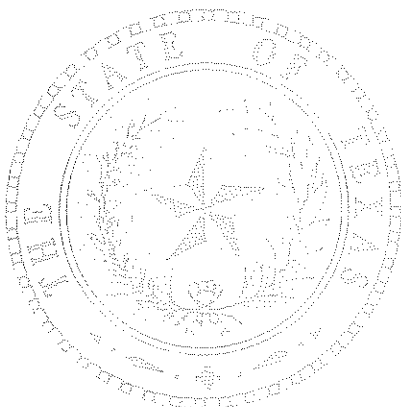
FIREWHEEL FARMS NO. 2 HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01260635

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 FEB. 16, 1993



John Hannah Jr
Secretary of State

ARTICLES OF INCORPORATION

FEB 16 1993

OF

FIREWHEEL FARMS NO. 2 HOMEOWNERS ASSOCIATION, INC.

Corporations Section

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

ARTICLE I

Definitions

The following words when used in these Articles of Incorporation shall have the following meanings:

(a) "City" shall mean and refer to The City of Garland, Texas.

(b) "Common Properties" shall mean and refer to all those areas of land within the Property except the platted Lots and public streets shown thereon, together with such other land as the Corporation may, at any time or from time to time, acquire by purchase or otherwise, subject, however to the easements, limitations, restrictions, dedications and reservations applicable thereto.

(c) "Common Facilities" shall mean and refer to all existing and subsequently provided improvements upon or within the Common Properties, except those as may be expressly excluded pursuant to the Declaration. Also, in some instances, Common Facilities may consist of improvements dedicated or under contract to the Corporation for the use and benefit of the Owners of the Lots in the Property, and/or for the benefit of other owners outside the Property, constructed on portions of one or more Lots or on acreage owned by Declarant which has not been brought within the scheme of the Declaration. By way of illustration, Common Facilities may include, but not necessarily be limited to, the following: structures for recreation; structures for storage or protection of equipment; fountains; statuary; sidewalks; common driveways; landscaping; guardhouses; esplanades; walls; and other similar appurtenant improvements.

(d) "Corporation" shall mean and refer to Firewheel Farms No. 2 Homeowners Association, Inc., its successors and assigns.

(e) "Declarant" shall mean Ewing Millcreek Associates Limited Partnership, a Texas limited partnership and its successors and assigns of its interest under the Declaration.

(f) "Declaration" means and refers to that certain Declaration of Covenants, Conditions and Restrictions applicable to the Property executed by Ewing Millcreek Associates Limited Partnership, a Texas limited partnership, and recorded in the office of the County Clerk of Dallas County, Texas.

(g) "Lot" shall initially mean and refer to any lot of land in the Property as defined below, together with any lots which may, from time to time, result from the resubdivision, combination or division of any such lots, as may be shown upon the plat or plats of the Property or any part thereof now or hereafter filed of record in the Map or Plat Records of Dallas County, Texas (as such plat or plats may be amended from time to time). The term "Lot" shall also include any other portion of the Property which may, from time to time, be shown upon the aforementioned plat or plats (as same may be amended from time to time) and which is designated on such plat or plats to be a Lot, or which is designated or declared to be a Lot by a separate written instrument executed by Declarant, or its successors or assigns, filed of record in the Real Property Records of Dallas County, Texas.

(h) "Median" means and refers to the median within West Muirfield Road.

(i) "Member" means each Owner.

(j) "Owner" shall mean and refer to the record owner, including sellers pursuant to executory contracts for conveyance and whether one or more persons or entities, of fee simple title to any Lot which is a part of the Property, but excluding those persons or entities having such interest merely as security for the performance of an obligation.

(k) "Property" shall mean and refer to any and all property which is or becomes subject to the terms of the Declaration.

ARTICLE II

The name of the Corporation is Firewheel Farms No. 2 Homeowners Association, Inc.

ARTICLE III

This Corporation is a non-profit corporation. The general purpose for which it is formed is to provide for the following purposes: (a) improve, beautify, maintain, manage and operate the Common Properties and Common Facilities, and pay taxes and insurance premiums thereon, and to promote the recreation, health, safety, convenience and welfare of the members of the Corporation, such benefits to include, by way of illustration but not limitation: providing professional management or financial services; providing patrol or watchman service; providing service contractors to manage and maintain recreational facilities; providing and maintaining lighting standards fixtures and facilities, plumbing equipment and drainage systems for the Common Properties and Facilities; fogging for insect control; providing garbage and rubbish pickup; maintaining the unpaved portion of, and any esplanades on, any street or right of way adjoining the Property; maintaining landscaping and other improvements (including without limitation walls, retaining walls, monuments, signage and irrigation systems) contained within the esplanades and cul-de-sacs in any public streets located within the Property, or in any landscape reserves; enforcing the provisions contained in the Declaration; employing one or more architects, engineers, attorneys, or other consultants, for the purpose of advising the Corporation in carrying out duties and authority as set forth herein or, for the maintenance and/or improvement of the Common Properties or Facilities or for the benefit of the members of the Corporation and (b) mow, irrigate and otherwise maintaining the median (the "Median") within West Muirfield Road, and maintain any landscaping or irrigation systems which may now or from time to time be located therein. The Corporation shall have the power and authority to execute such agreements as the City may require in order to afford the Corporation the right or license to enter upon the Median for the purposes herein set forth.

The purpose of the Corporation may be expanded from time to time pursuant to the terms of the Declaration.

ARTICLE IV

The address of the initial registered office of the Corporation is 16660 Dallas Parkway, Suite 1400, Dallas, Texas 75248, and the name of its initial registered agent at such address is Craig A. Knight.

ARTICLE V

The period of duration of the Corporation is perpetual.

ARTICLE VI

The business and affairs of the Corporation shall be managed by a Board of three (3) Directors, who need not be Members of the Corporation. 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) nor more than nine (9). The names and addresses of the persons who are to act initially in the capacity of Directors until the selection of their successors are:

Craig Knight	Heath and Knight Properties, Inc. 16660 Dallas Parkway, Suite 1400 Dallas, Texas 75248
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Hammond Heath	Heath and Knight Properties, Inc. 16660 Dallas Parkway, Suite 1400 Dallas, Texas 75248
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S. Joseph Barrett	Ewing Properties, Inc. 16660 Dallas Parkway, Suite 2200 Dallas, Texas 75248
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ARTICLE VII

The name and street address of the incorporator is Stanley K. Barth, Andrews & Barth, P.C., 8235 Douglas Avenue, Suite 1120, Dallas, Texas 75225.

ARTICLE VIII

Every person or entity who is now or hereafter becomes an Owner shall automatically be a Member of the Corporation, and membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Corporation.

ARTICLE IX

The Corporation shall have two classes of voting membership: Class A and Class B, and the same shall have the voting rights provided in the Declaration.

ARTICLE X

The Corporation shall have no stock or shares.

ARTICLE XI

Upon dissolution of the Corporation, other than incident to a merger or consolidation, no Member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any assets of the Corporation. The assets both real and personal of the Corporation shall be dedicated (or contributed, in the case of reserve funds or other cash sums) to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those in which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or organization engaged in activities substantially similar to those of the Corporation and which are qualified as exempt organizations under the Internal Revenue Code of 1986 or the corresponding provisions of any United States Internal Revenue law.

IN WITNESS WHEREOF, I have hereunder set my hand this 12th day of February, 1993.

Stanley K. Barth
Stanley K. Barth

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

I, Diana M. Klotzman, Notary Public in and for said state and county do hereby certify that on this 12th day of February, 1993, personally appeared before me Stanley K. Barth, who being by me duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein



Diana M. Klotzman
Notary Public, State of Texas
DIANA M. KLOTZMAN
Printed Name

My Commission Expires:
12/19/96