

DEC 28 2006

Corporations Section

**CERTIFICATE OF FORMATION OF
WILLOW PARK VILLAGE HOMEOWNERS' ASSOCIATION, INC.
A NONPROFIT CORPORATION**

This certificate of formation is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

Article I - Entity Name and Type

The name and type of filing entity being formed are: Willow Park Village Homeowners' Association, Inc., a Texas nonprofit corporation (hereinafter "Corporation").

Article II - Purpose

The Corporation is organized pursuant to the requirements of the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WILLOW PARK VILLAGE ("Declaration"). In particular the Corporation shall perform all duties and obligations required of it under the terms of the Declaration, as may be amended from time to time. ...

Article III - Restrictions and Limitations

Notwithstanding the foregoing or anything to the contrary herein, the Corporation MAY NOT:

- A. Engage in any activity or take any action prohibited by the applicable provisions of the Texas Business Organizations Code.
- B. Pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers. However, the Corporation may, by and pursuant to the authority of the Board of Directors, and if and only to the extent allowed by the Declaration, pay compensation in a reasonable amount to its members, directors, or officers for goods delivered and/or services rendered, may confer benefits upon its members in conformity with its purposes, provided such compensation and benefits are reasonable.
- C. Make loans to the Corporation's directors.
- D. Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Willow Park Village community.
- E. Allow any of the Corporation's net earning to inure to the benefit of the members, if any of the Corporation, or any private individual.
- F. Engage in more than an insubstantial degree in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not directly or

indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Article IV - Registered Office and Registered Agent

The initial registered agent is an individual resident of the state whose name is Jeff Duke. The business address of the initial registered agent and the initial registered office is: 5310 Keller Springs Road, Suite 716, Dallas, Texas 75248.

Article V - Organizer

The name and address of the organizer is:

<u>Name</u>	<u>Address</u>
Frank M. Newman, Jr.	P.O. Box 470772 Fort Worth, TX 76147-0772

Article VI - Governing Authority

Management of the affairs of the Corporation is to be vested in its board of directors. The number of initial directors shall be one (1). The number of directors shall be set by the bylaws of the Corporation as may be amended from time to time, provided that the number of directors may never be less than five. The name and address of the person who is to serve as Director until the first annual meeting or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Jeff Duke	5310 Keller Springs Road, Suite 716 Dallas, Texas 75248
Christina Valdez	5310 Keller Springs Road, Suite 716 Dallas, Texas 75248
Mike Rosas	5310 Keller Springs Road, Suite 716 Dallas, Texas 75248

Other than initial directors, directors of the Corporation must also be Owners as defined in the Declaration. If at any time, a director ceases to be a member, his or her directorship shall at such time become vacant.

Article VII - Organizational Structure

The Corporation will have members.

Article VIII - Indemnification

To the full extent permitted by the applicable provisions of Title 1, Chapter 8 of the Texas Business Organizations Code and other applicable law, the Corporation shall advance expenses to and indemnify any present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

Article IX - Member Consent Required For Fundamental Action

The affirmative vote of only a majority of the members entitled to vote shall be sufficient to approve a Fundamental Action (as the term is defined by Section 22.164 of the Texas Business Organizations Code, as amended from time to time).

Article X - Distribution of Assets Upon Winding Up

After all liabilities and obligations of the Corporation in the process of winding up are paid, satisfied and discharged, the property of the Corporation shall be applied and distributed in accordance with section 22.304, Texas Business Organizations Code.

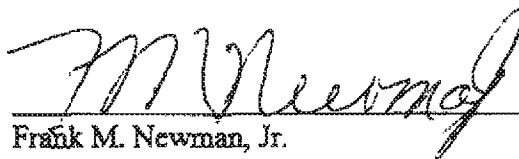
Article XI - Effective Date of Filing

This certificate of formation becomes effective when the document is filed by the secretary of state.

Article XII - Execution

This document is signed subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: December 28, 2006



Frank M. Newman, Jr.