

ARTICLES OF INCORPORATION
OF

BUTLER FARM ESTATES HOMEOWNERS' ASSOCIATION, INC. Corporations Section

FILED
In the Office of the
Secretary of State of Texas
FEB 13 1995

I, the undersigned and 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 such corporation:

Article I
Corporate Name

The name of the corporation is BUTLER FARM ESTATES HOMEOWNERS' ASSOCIATION, INC.

Article II
Corporate Status

The corporation is a non-profit corporation.

Article III
Duration

The period of its duration is perpetual.

Article IV
Purposes

The corporation is formed for the purpose of providing for maintenance, improvement and preservation of the residential lots and common properties subject to the Declaration of Use, Covenants, Conditions and Restrictions applicable to those certain tracts of land referred to herein as Butler Farm Estates and legally described as:

All of Concho Valley Estates, Section One, as per the map or plat recorded in Vol. 313, Page 890, Official Public Records of Real Property of Tom Green County.

14.965 acres of land comprised of 7.74 acres out of H. Hornburg Survey 175 and 7.225 acres out of V. Mueller Survey 176, Tom Green County, Texas, and being out of and a part of that land described by deed dated July 26, 1943 from West Texas Utilities Company to Floyd R. Butler, Sr., and recorded in Volume 223, Page 31, Deed Records, Tom Green County, Texas, said 14.965 acres of land being more particularly described by metes and bounds attached hereto as Exhibit "A" and incorporated herein.

The corporation is also formed for the following purposes:

1. the exercise of 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 Use, Covenants, Conditions and Restrictions of Concho Valley Estates, Section One, hereinafter called the "Declaration", applicable to the property named above and to be recorded in the Official Public Records of Real Property of Tom Green County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

2. fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; and

3. have and exercise any and all powers, rights and privileges which a Corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects of purposes herein set out shall be construed to authorize the corporation to do any act in violation of said Non-Profit Corporation Act and all such objects or purposes are subject to said Act.

Article V

The street address of the initial registered office of the corporation is 5440 Foster Road, San Angelo, Tom Green County, Texas and the name of the initial registered agent at such address is Floyd Ray Butler, Jr.

Article VI

The affairs of the Association shall be managed by a Board of not less than five (5) Directors, who need not be members of the Association. The number of Directors may be increased by amendment of the Bylaws of the Association. The number of Directors constituting the initial Board of Directors is five, and the names and addresses of the persons who are to serve as the initial Directors are:

Floyd Ray Butler, Jr.
Address: 5440 Foster Road
San Angelo, Texas 76904

Dr. Charles A. Marsh
Address: 120 East Beauregard Avenue
San Angelo, Texas 76903

Dr. Michael R. Mitchell
Address: 120 East Beauregard Avenue
San Angelo, Texas 76903

Kathy Varnadore
Address: 3210 Oak Mountain Trail
San Angelo, Texas 76904

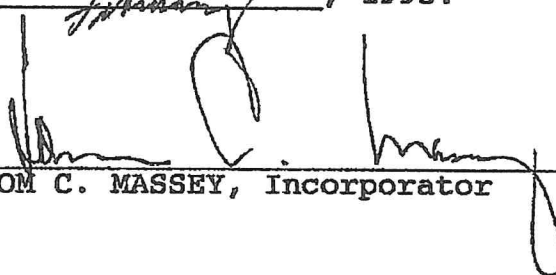
Stacy Dahl
Address: 1530 Ray Street
San Angelo, Texas 76904

Article VII

The name and street address of each incorporator is:

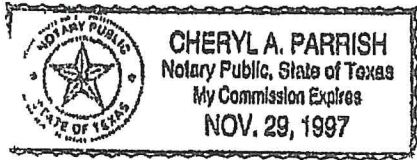
Tom C. Massey
Address: 305 West Twohig Avenue
San Angelo, Texas 76903
Tom Green County

IN WITNESS WHEREOF, I the undersigned, have hereunto set
my hand this 9th day of February, 1995.



TOM C. MASSEY, Incorporator

SUBSCRIBED AND SWORN TO BEFORE ME this 9th day of
February, 1995, by Tom C. Massey.





NOTARY PUBLIC, STATE OF TEXAS

EXHIBIT A

Field Notes-Tract 14.965 Acre Tract

14.965 acres of land comprised of 7.74 acres out of H. Hornburg Survey 175 and 7.225 acres out of V. Mueller Survey 176, Tom Green County, Texas, and being out of and a part of that land described by deed dated July 26, 1943 from West Texas Utilities Company to Floyd R. Butler, Sr., and recorded in Volume 223, Page 31, Deed Records, Tom Green County, said 14.965 acres of land being more particularly described by metes and bounds attached hereto as Exhibit "A".

BEGINNING at a 1/2" iron pipe found in said H. Hornburg Survey 175 for the southeast corner of this tract from whence the southwest corner of said tract of land described in Volume 223, Page 31, Deed Records, Tom Green County, bears S 41° 06' 06" W 4310.55 feet and also from said point of beginning the deed record position of the southwest corner of said Survey 176 on the north bank of the South Concho River bears S 37° 08' 40" W 4701.24 feet;

THENCE S 71° 42' 17" W crossing the east line of said V. Mueller Survey 176 and the west line of said H. Hornburg Survey 175 continuing in all 660.00 feet to a 1/2" iron pipe found in the northeasterly line of Butler Drive for the southwest corner of this tract;

THENCE along a curve to the left having a central angle of 119° 59' 39", a length of 104.71 and a radius point bears N 48° 17' 46" W 50.00 feet;

THENCE N 18° 17' 43" W 202.29 feet along the northeasterly line of Butler Drive to a 1/2" iron pipe set for a point of curvature;

THENCE along a curve to the left having a radius of 400.00 feet, a central angle of 55° 44' 26", and a length of 389.14 feet to a 1/2" iron pipe set for the most westerly corner of this tract;

THENCE N 33° 01' 51" E 684.78 feet to a 1/2" iron pipe set in the south line of the Rio De Conchos Subdivision for the northwest corner of this tract

THENCE S 89° 19' 19" E along the north line of this tract and the south line of said Rio De Conchos Subdivision, crossing the west line of said H. Hornburg Survey 175 and the east line of said V. Mueller Survey 176 continuing in all 317.48 feet to a 3/4" iron pipe found for the northeast corner of this tract and the southeast corner of said Rio De Conchos Subdivision;

THENCE S 18° 17' 43" E 944.19 feet to the place of beginning and containing 14.965 acres of land.