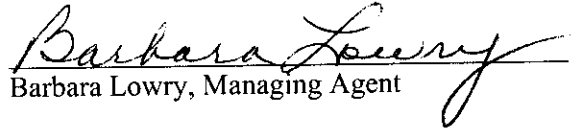


**CERTIFICATE OF SECRETARY
OF
ROSEHEART HOMEOWNERS ASSOCIATION
(Bexar County)**

The undersigned, Barbara Lowry hereby certifies that she is the acting Managing Agent of the Roseheart Homeowners Association, a Texas non-profit corporation; that, as such, she is the keeper of the records and minutes of the proceedings of the Association, which is duly organized and existing under the laws of the State of Texas. The undersigned hereby further certifies as follows:

Attached hereto in accordance with the provisions of applicable laws are true and complete copies of the Articles of Incorporation of the Roseheart Homeowners Association (Exhibit "A") as well as the Bylaws of the Roseheart Homeowners Association (Exhibit "B") , neither of which have been amended, modified or rescinded, except as attached hereto, and are in full force and effect on the date hereof.

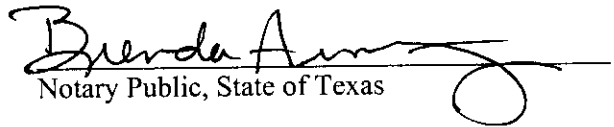
IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of September, 2003.


Barbara Lowry, Managing Agent

ACKNOWLEDGMENT

**STATE OF TEXAS
COUNTY OF BEXAR**

This instrument was acknowledged before me on the 9th day of September, 2003 by Barbara Lowry, Managing Agent of the Roseheart Homeowners Association, a Texas non-profit corporation, on its behalf, who stated before me that the foregoing was true and correct to the best of her knowledge and belief.


Notary Public, State of Texas

AFTER RECORDING, RETURN THIS INSTRUMENT TO:
Roseheart Homeowners Association
1600 N.E. Loop 410, Suite 202
San Antonio, Texas 78209



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Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

ROSEHEART HOMEOWNERS ASSOCIATION
Filing Number: 800092418

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

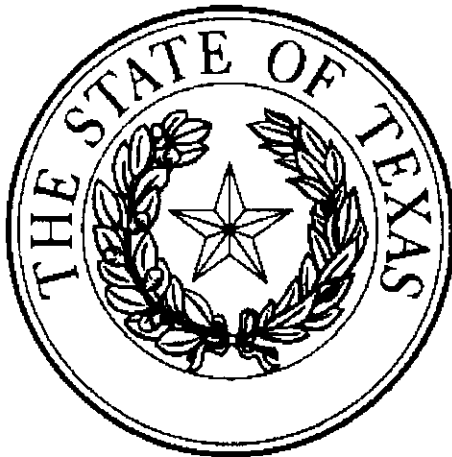
Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation does not authorize the use of a 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: 06/03/2002

Effective: 06/03/2002

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A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

PHONE(512) 463-5555
Prepared by: Saleena Sahibdeen

FAX(512) 463-5709

TTY7-1-1

Exhibit "A"

ARTICLES OF INCORPORATION
OF
ROSEHEART HOMEOWNERS ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas
JUN 03 2002
Corporations Section

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, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is ROSEHEART HOMEOWNERS ASSOCIATION, hereinafter sometimes referred to as "corporation" or "Association".

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which this corporation is organized are: to maintain and administer any and all Common Facilities for the residential project commonly known as Roseheart Subdivision, Bexar County, Texas (the "Project") which will include Roseheart Unit 1, Planned Unit Development (the "Initial Subdivision") and all additional areas, if any, which may be annexed to the jurisdiction and assessments of the Association and to the

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Declaration of Restrictive Covenants and Conditions for the Roseheart Unit 1, Planned Unit Development as recorded in the Real Property Records of Bexar County, Texas ("the Declaration"); to administer the covenants and restrictions for the Initial Subdivision and future residential units of the Project; to collect and disburse the assessments and charges due the Association as set forth in the Declaration or in any amendments or supplements thereto or any similar instrument for future units within the Project; and for such other lawful non-profit purposes as the Corporation may determine that are not inconsistent herewith. The Corporation shall be operated exclusively for such purposes and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The corporation shall have all powers allowed by the law of Texas to be exercised by non-profit corporations.

ARTICLE FIVE

The number of Directors constituting the initial Board of Directors of the corporation is five (5) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Daniel S. Sitterle	2015 Evans Road, Suite 100 San Antonio, Texas 78258

Richard Markee	2015 Evans Road, Suite 100 San Antonio, Texas 78258
Louis M. Norrell	2015 Evans Road, Suite 100 San Antonio, Texas 78258
James Leonard	2015 Evans Road, Suite 100 San Antonio, Texas 78258
Kathy Sitterle	2015 Evans Road, Suite 100 San Antonio, Texas 78258

The number of directors may be changed to not less than three, nor more than nine directors, by amendment to the By-Laws of the Association.

ARTICLE SIX

The street address of the initial registered office of the corporation is 2015 Evans Road, Suite 100, San Antonio, Texas 78258, and the name of its initial registered agent at such address is Frank J. Sitterle.

ARTICLE SEVEN

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Frank J. Sitterle	2015 Evans Road, Suite 100 San Antonio, Texas 78258

ARTICLE EIGHT

The corporation is a non-profit corporation, without capital stock, organized solely

for non-profit purposes, and no director, officer or employee of the corporation, nor any individual having a personal or private interest in the activities of the corporation, shall ever be lawfully entitled to receive any profit from the operations of the corporation, except reasonable compensation for services rendered in carrying out one or more of its stated purposes. The corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE NINE

Every person or entity who is a record owner of a fee or undivided interest in any Lot situated within Roseheart Unit 1, Planned Unit Development, Bexar County, Texas, and such additional lands as may become subject to the jurisdiction and assessment of the Association, shall be a Member of the Association, provided, however, that any person or entity holding an interest in any such Lot or Lots merely as security for the performance of an obligation shall not be a Member. The Association may issue certificates to its members, to evidence their membership.

ARTICLE TEN

The Association shall have two (2) classes of voting membership: "Class A" Members shall be all members other than the "Class B" Member.

Class A Members shall be every person or entity as defined in Article Nine, with the exception of The Sitterle Corporation, its successors and assigns. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article Nine. When more than one person is the owner of any Lot, all such persons

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shall be members, and the vote of such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

The Class B Members shall be The Sitterle Corporation, its successors or assigns, and Builder Members as defined in the Declaration. The Sitterle Corporation, its successors or assigns, may assign a portion of its Class B membership to a Builder Member. The Class B Members shall be entitled to three votes for each Lot in which they hold the interest required by Article Nine, provided that the Class B membership shall cease and become converted to a Class A membership on the happening of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or
- (b) On January 1, 2027.

From and after the happening of these events, whichever occurs earlier, the Class B Members shall be deemed to be Class A Members entitled to one vote for each Lot in which they hold the interest required for membership under Article Nine; provided, however, that in the event that The Sitterle Corporation shall annex any property to the jurisdiction and assessment of the Association after its Class B membership has ceased, the Class B membership shall be reinstated for all Lots owned by it or a Builder Member within the annexed area.

ARTICLE ELEVEN

The Association shall indemnify its officers, directors, and those acting on its behalf,

including members of an Architectural Control Committee or other similar committee, to the fullest extent allowed by the Texas Non-Profit Corporation Act or other applicable law.

ARTICLE TWELVE

To the fullest extent permitted by the Texas Non-Profit Corporation Act, actions may be taken by the members of the Corporation without necessity for a meeting upon execution of a consent in writing setting forth the action taken and signed by a sufficient number of members as would be necessary to take such action at a meeting at which all of the members were present and voted.

ARTICLE THIRTEEN

To the fullest extent permitted by the Texas Non-Profit Corporation Act, actions may be taken by the board of directors and committees appointed by it without necessity of a meeting upon election of a consent setting forth the action taken and signed by a sufficient number of directors or committee members as would be necessary to take such action at a meeting at which all of the members were present and voted.

ARTICLE FOURTEEN

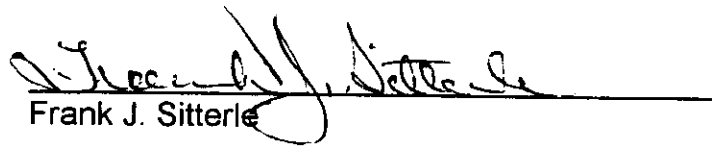
Amendment of these Articles shall require the assent of seventy-five percent (75%) of the membership of the Association and shall require the assent of at least two-thirds (2/3rds) of the lot owners. So long as there is a Class B member of the Association, the Class B member shall have the right to require that The United States Department of Housing and Urban Development and/or Veteran's Administration shall have the right to

veto any amendments to the By-Laws of the Association and to approve all of the following actions by the Association: Annexation of additional property; merger or consolidation; mortgaging of Common Area; dissolution; and amendment of the Articles of Incorporation.

ARTICLE FIFTEEN

In the event that the Association shall dissolve, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with a similar purpose.

IN WITNESS WHEREOF, I have hereunto set my hand this 16 day of April, 2002.


Frank J. Sitterle

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