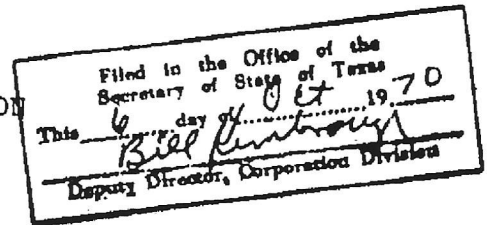


ARTICLES OF INCORPORATION

OF

LAKE THUNDERBIRD OWNERS ASSOCIATION



We, the undersigned natural persons of the age of twenty-one years or more, each of whom is a citizen of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is LAKE THUNDERBIRD OWNERS 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 the corporation is organized are:

1. To maintain and operate a private club, not in fact open to the public, to be a social organization composed of members of good moral character, reputation and habits, to support and establish a club establishment with the power to acquire, own, operate, manage, lease, sell, convey and otherwise dispose of all property, real and personal, incident to such operations, including a recreational area for members.

2. To enter into such agreements, documents and things whatsoever as may be incidental or appropriate to carrying out the foregoing purposes.

3. To do everything, as determined by the By-Laws and by the Board of Directors of the corporation, authorized by the Texas Non-Profit Corporation Act, as now in force and as the same may be from time to time hereafter amended.

ARTICLE FIVE

The corporation is to have members.

ARTICLE SIX

The street address of its initial registered office is 1600 LTV Tower, Dallas, Texas, 75201, and the name of its initial registered agent at such street address is Charles E. Schram.

ARTICLE SEVEN

The number of Directors constituting the initial Board of Directors and the names and addresses of the persons who are to serve as the initial Directors are:

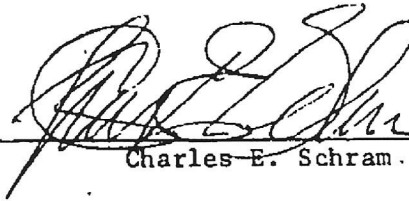
<u>Name</u>	<u>Address</u>
Charles E. Schram	1636 Boca Chica Dallas, Texas
W. C. Hammer	7049 Arboreal Drive Dallas, Texas
T. G. Hyde	P. O. Box 747 Smithville, Texas

ARTICLE EIGHT

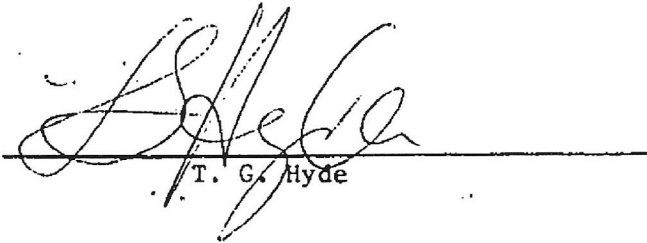
The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Charles E. Schram	1636 Boca Chica Dallas, Texas
W. C. Hammer	7049 Arboreal Drive Dallas, Texas
T. G. Hyde	P. O. Box 747 Smithville, Texas

IN WITNESS WHEREOF, we have hereunto set our hands, this 24th day of September, 1970.


Charles E. Schram.


W. C. Hammer


T. G. Hyde

STATE OF TEXAS I
COUNTY OF DALLAS I

I, Joyce Irwin, a Notary Public, do hereby certify that on this 5th day of October, 1970, personally appeared before me, Charles E. Schram, W. C. Hammer, and T. G. Hyde, who each being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 5th day of October, 1970.


Notary Public in and for Dallas County, Texas

My commission expires: June, 1971.