

ARTICLES OF INCORPORATION
OF
COLONIES MASTER ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas
AUG 31 2001
Corporations Section

The undersigned natural person of the age of 18 years or more, acting as Incorporator of a corporation under the Texas Nonprofit Corporation Act, adopts the following Articles of Incorporation:

Article 1

Name

The name of the corporation (the "Association") is: COLONIES MASTER ASSOCIATION, INC.

Article 2

Type

The Association is a nonprofit corporation.

Article 3

Duration

The period of its duration is perpetual.

Article 4

Purpose

The Association is organized and will be operated exclusively to act as agent for the Owners of lots (each "a Lot" and collectively "Lots") described in the Colonies Master Declaration dated August 28, 2001 (the "Declaration"), and its purposes are:

- (a) to make Assessments under the Declaration;
- (b) to enforce and carry out the terms of the Declaration; and,
- (c) to engage in any other lawful business under the provisions of the Texas Nonprofit Corporation Act.

Article 5

Registered Office and Agent

The street address of the initial registered office of the Association is 3905 Bell St., Amarillo, TX 79109, and the name of its initial registered agent at such address is Matt Griffith.

Article 6

Management and Members

6.1 Management. The management of the affairs of the Association is vested in its Board which is made up of Members.

6.2 Membership. Each Owner and the Developer, as defined in the Bylaws of Association, will be Members of the Association.

6.3 No Cumulative Voting. There will be no cumulative voting.

Article 7

Directors

The initial Board of Directors of the Association will consist of three directors. The names and addresses of the persons who are to serve as the initial Directors are:

Name: Matt Griffith
Address: 3905 Bell St.
City, State: Amarillo, TX 79109

Name: Suzanne Attebury Boyce
Address: 3905 Bell St.
City, State: Amarillo, TX 79109

Name: William C. Boyce
Address: 3905 Bell St.
City, State: Amarillo, TX 79109

Article 8

Incorporator

The name and address of the Incorporator is:

Name: Matt Griffith
Address: 3905 Bell St.
City, State: Amarillo, TX 79109

Article 9

Definitions

Capitalized terms used in these Articles of Incorporation, to the extent not otherwise defined herein, have the same meanings as in the Declaration.

Dated the 28th day of August, 2001.



Matt Griffith, Incorporator