ARTICLES OF INCORPORATION OF
DESERT GARDEN SUITES UNIT OWNERS' ASSOCIATION,
a Texas non-profit corporation

The undersigned incorporator, a natural person over the age of eighteen (18), and acting under the provisions of the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporations Act and all applicable law hereby adopts the following Articles of Incorporation for DESERT GARDEN SUITES UNIT OWNERS' ASSOCIATION (the "Corporation").

ARTICLE I
CONDOMINIUM ASSOCIATION

The Corporation shall be, mean and constitute the Owners' Association organized pursuant to Section 82.101 of the Texas Property Code, and defined as the "Association" in the Declaration of Desert Garden Suites, a Condominium, recorded in the Property Records of El Paso County, Texas (the "Declaration") with respect to certain real property located in El Paso County, Texas, known as Desert Garden Suites, a Condominium.

ARTICLE II
NAME

The name of the Corporation shall be: DESERT GARDEN SUITES UNIT OWNERS' ASSOCIATION.

ARTICLE III
NON-PROFIT

The Corporation is a non-profit corporation, organized pursuant to the Texas Non-Profit Corporation Act.

ARTICLE IV
DURATION

The duration of the Corporation shall be perpetual.

ARTICLE V
PURPOSES

The general purposes for which the Corporation is formed are to exercise the rights and powers and to perform the duties and obligations of the Corporation, in accordance with the Declaration, the bylaws of this Corporation (the "Bylaws"), and applicable state law, including, without limitation, Chapter 82 of the Texas Property Code, as each may be amended from time to time.

ARTICLE VI
POWERS

In furtherance of its purposes, the Corporation shall have, without limitation, the following powers which, unless indicated otherwise by these Articles, the Declaration, the Bylaws, or state law, may be exercised by the board of directors of this Corporation:

(i) All rights and powers conferred upon non-profit corporations by applicable law from time to time in effect;

(ii) All rights and powers conferred upon condominium unit owners' associations by applicable law from time to time in effect, including, but not limited to, those contained in Section 52.102 of the Texas Property Code, as now or hereafter in effect; and

(iii) All powers necessary, appropriate, or advisable to perform any purpose or duty of the Corporation as set out in these Articles, the Bylaws, the Declaration and/or applicable law from time to time in effect.

ARTICLE VII
MEMBERSHIP

The Corporation shall be a non-stock membership corporation. The Declaration and/or the Bylaws shall determine the number and qualifications of members of the Corporation; the classes of membership, if any; the voting rights and other privileges of membership; and the obligations and liabilities of members. Cumulative voting shall not be allowed.

ARTICLE VIII
MANAGEMENT BY BOARD OF DIRECTORS

The management and affairs of the Corporation shall be vested in the board of directors of the Corporation (the "Board," or the "Directors," as applicable), except for those matters, if any, expressly reserved to others in the Declaration and/or the Bylaws. Except to the extent otherwise provided herein, the Bylaws shall determine the number and qualifications of the Directors; the term of office of the Directors; the methods of electing, removing and replacing the Directors; and the methods of holding a Board meeting and obtaining consents.

ARTICLE IX
LIMITATIONS ON LIABILITY

Except as otherwise set forth below, an officer or Director of the Corporation is not liable to the Corporation or its members for monetary damages for acts or omissions that occur in the person's capacity as an officer or Director, except to the extent such officer or Director is found liable for:

(i) a breach of such officer's or Director's fiduciary duty to the Corporation, or its members;

(ii) an act or omission not in good faith that constitutes a breach of duty of such officer or Director;

(iii) an act or omission that involves intentional misconduct or a knowing violation of the law;

(iv) a transaction from which such officer or Director receives an improper benefit, whether or not such benefit resulted from an action taken within the scope of such officer's or Director's office; or

(v) an act or omission for which the liability of an officer or Director is expressly provided by any applicable law.

The foregoing limitation of liability of an officer or Director does not eliminate or modify such officer's or Director's liability as a member of the Corporation. It is intended that the liability of any member arising out of any contract made by the Corporation, or out of the indemnification of officers or Directors, or for damages as a result of injuries arising in connection with the common elements of the Desert Garden Suites, or for liabilities incurred by the Corporation, shall be limited to the same proportion in which such person is otherwise liable for common expenses as a member of the Corporation.

ARTICLE X
INDEMNIFICATION

Subject to the limitations and requirements of Art. 1396-2.22A of the Texas Non-Profit Corporation Act, as the same may be amended from time to time, the Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was an officer or Director of the Corporation. Additionally, the Corporation may indemnify a person who is or was an employee, trustee, agent or attorney of the Corporation, against any liability asserted against him and incurred by him in such a capacity and arising out of his status as such a person.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended in accordance with the Texas Non-Profit Corporation Act, as the same may be amended from time to time, subject to the following:

(i) an amendment shall not conflict with the Declaration or Chapter 82 of the Texas Property Code, as the same may be amended from time to time;

(ii) an amendment shall not impair or dilute a right granted to any person or entity by the Declaration, including, without limitation, the Declarant, without such person's or entity's prior written consent; and

(iii) without member approval, the Board may adopt amendments permitted pursuant to Art. 1396-4.02.A(4) of the Texas Non-Profit Corporation Act, as the same may be amended from time to time.

ARTICLE XII
AMENDMENT OF BYLAWS

The Bylaws shall be amended or repealed according to the amendment provisions of the Bylaws, which may reserve those powers to the members of the Corporation.

ARTICLE XIII
DISSOLUTION

The Corporation may be dissolved only as provided in the Declaration, Bylaws and/or applicable law. On dissolution, the assets of the Corporation shall be distributed in accordance

with the termination provisions of Chapter 82 of the Texas Property Code, as the same may be amended from time to time.

ARTICLE XIV
INITIAL BOARD OF DIRECTORS

The initial Board shall consist of three (3) Directors, who shall each serve as Directors until their respective successors shall have been elected and qualified, as provided in the Bylaws. The name and address of each initial director are as follows:

Name	Address
Stan Okies	601 Sunland Park Dr. Building 1, Suite 200 El Paso, Texas 79912;
Eddie W. Karam	601 Sunland Park Dr. Building 1, Suite 200 El Paso, Texas 79912; and
Erik Olson	601 Sunland Park Dr. Building 1, Suite 200 El Paso, Texas 79912.

ARTICLE XV
INITIAL REGISTERED AGENT

The name of the initial registered agent of the Corporation is: Eddie W. Karam.

The address of the initial registered office of the Corporation, where the initial registered agent may be served is: 601 Sunland Park Drive, Building 1, Suite 200, El Paso, Texas 79912.

ARTICLE XVI
INCORPORATOR

The name and address of the incorporator are as follows:

Name	Address
Eddie W. Karam	601 Sunland Park Dr. Building 1, Suite 200 El Paso, Texas 79912

Executed to be effective as of the 30th day of March, 2005.

EDDIE W. KARAM, Incorporator