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**ARTICLES OF INCORPORATION
OF
LOS CERRITOS UNIT II HOMEOWNER'S ASSOCIATION, INC.
A NONPROFIT CORPORATION**

FILED
In the Office of the
Secretary of State of Texas
JUL 29 1997
Corporations Section

The undersigned natural person of legal age, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, as set forth in Article 1396-1.01 et seq. of the Texas Revised Statutes, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, referred to in these articles as the association, is LOS CERRITOS UNIT II HOMEOWNER'S ASSOCIATION, INC. The association is a nonprofit corporation.

ARTICLE II

A. The specific primary purposes for which the association is formed are to provide for the upkeep, maintenance, preservation, architectural control and repair of the residential lots and the common areas within a certain subdivided tract of real property described as follows: Los Cerritos Unit II Replat "A", an addition to the City of El Paso, County of El Paso, State of Texas as contained in the plat records of the City of El Paso, County of El Paso, State of Texas and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions to it as may hereafter be brought within the jurisdiction of the association for such purposes.

B. In furtherance of such purposes, the association will have power to:

(1) Perform all of the duties and obligations of the association as set forth in a certain declaration of covenants, conditions, and restrictions, referred to in these articles as the declaration, which is applicable to the subdivision and recorded in the public records of El Paso County, Texas;

(2) Affix, levy, and collect all charges and assessments pursuant to the terms of the declaration, and enforce payment of them by any lawful means; and pay all expenses related to such enforcement, 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 on the property of the association;

(3) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(4) Borrow money and, subject to the consent by vote or written instrument of two thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(5) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members;

(7) Have and exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

C. The association is organized and will be operated exclusively for the aforementioned purposes. The activities of the association will be financed by assessments on members as provided in the declaration, and no part of any net earnings will inure to the benefit of any member.

ARTICLE III

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, including contract sellers,

but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE IV

The association will have two classes of voting members as follows:

Class A. Class A members will be all owners with the exception of the declarant as such term is defined in the declaration, and will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons will be members; the vote for such lot will be exercised as such members may determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member will be the declarant, as such term is defined in the declaration, who will be entitled to three votes for each lot owned. The Class B membership will cease and be converted to Class A membership as provided in the declaration.

ARTICLE V

The number of directors constituting the initial board of directors of the association is seven (7), and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Rodolfo Martinez	1790 Lee Trevino, Suite 400, El Paso, Texas 79935
Jorge Uribe	945 South Mesa Hills Drive, #2010, El Paso, Texas 79912
Tony G. Conde	1790 Lee Trevino, Suite 400, El Paso, Texas 79935

ARTICLE VI

The street address of the initial registered office of the association is Tony R. Conde, Jr., and the name of its initial registered agent at such address is 2244 Trawood, Suite 206, El Paso, Texas 79935.

ARTICLE VII

The period of duration of the association is perpetual.

ARTICLE VIII

The association will be dissolved and its affairs wound up by two-thirds vote of each class of voting members or when the objects for which the association is organized have been fully accomplished.

ARTICLE IX

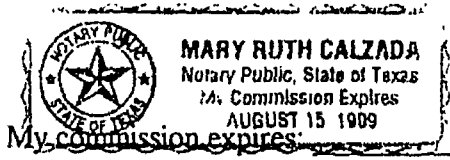
The name and street address of each incorporator is: Tony R. Conde, Jr., 2244 Trawood, Suite 206, El Paso, Texas 79935.

Executed at El Paso County, Texas, on this the 28th day of July, 1997

[Handwritten signature]
TONY R. CONDE, JR.

State of Texas)
County of El Paso)

I, undersigned notary public, certifies that on July 28, 1997, personally appeared before me Tony R. Conde, Jr., who each being by me first duly sworn, severally declared that he is the person who signed the foregoing document as incorporator, and that the statements contained in it are true. In witness whereof I have hereunto set my hand and seal the day and year above written.



[Handwritten signature]
Notary Public in and for
El Paso County, Texas.

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