

OCT 19 2001

ARTICLES OF INCORPORATION

OF

BRIARCREEK OWNERS ASSOCIATION, INC.

Corporations Section

The undersigned natural person, being of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is: Briarcreek Owners Association, Inc. (hereinafter called the "Association").

ARTICLE II

Nonprofit Corporation

The Association is a nonprofit corporation.

ARTICLE III

Duration

The period of its duration is perpetual.

ARTICLE IV

Purpose and Powers of the Association

The Association is organized in accordance with, and shall operate for nonprofit civic and social purposes pursuant to, the Texas Nonprofit Corporation Act, and does not contemplate pecuniary gain or profit to its members. The Association is formed for the sole purpose of exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association as set forth in the Declaration of Covenants, Conditions, and Restrictions - Briarcreek, dated June 28, 2001 and filed for record in the Real Property Records of Travis County, Texas, as the same may be amended from time to time (the "Declaration").

ARTICLE V

Registered Office; Registered Agent

The street address of the initial registered office of the Association is 2711 Hillview Green Lane, Austin, Texas 78703. The name of its initial registered agent at such address is Edward R. Rathgeber, Jr.

ARTICLE VI

Board of Directors

**ARTICLE VI
Board of Directors**

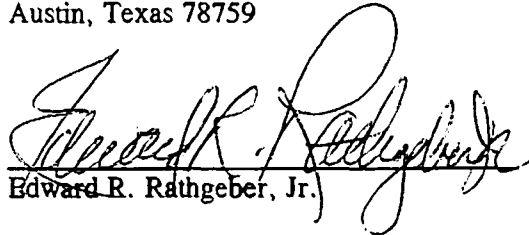
The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and address of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Edward R. Rathgeber, Jr.	2711 Hillview Green Lane Austin, Texas 78703
Terry E. Mitchell	12554 Riata Vista Circle Second Floor Austin, Texas 78727
Chris Bell	2711 Hillview Green Lane Austin, Texas 78703

**ARTICLE VII
Incorporator**

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Edward R. Rathgeber, Jr.	2711 Hillview Green Lane Austin, Texas 78759


Edward R. Rathgeber, Jr.

JUN 03 2002

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

Corporations Section

BRIARCREEK OWNERS ASSOCIATION, INC.

Pursuant to the provisions of Article 1396-4.04 of the Texas Non-Profit Corporation Act, Briarcreek Owners Association, Inc. (the "Association"), acting by and through its Board of Directors, adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Briarcreek Owners Association, Inc.

ARTICLE TWO

The following provisions are hereby added to the Articles of Incorporation of the Association:

ARTICLE VIII
MEMBERSHIP

Every person or entity who is a record owner of any lot (a "Lot") which is a part of the property governed by the Declaration is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Lot.

ARTICLE IX
DISSOLUTION

If the Association is dissolved, the assets of the Association shall be dedicated to a public body, or conveyed to a non-profit organization with a purpose similar to that of the Association.

ARTICLE X
AMENDMENT

Any amendment to these Articles of Incorporation shall be approved by at least 2/3 of the number of votes entitled to be cast pursuant to Section 6.03 of the Declaration.

ARTICLE XI
HUD/VA APPROVAL

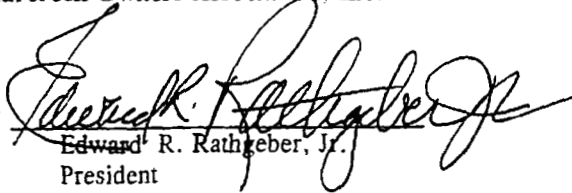
Annexation of additional properties, mergers, consolidations, mortgaging of the Common Areas (as that term is defined in the Declaration) dissolution and amendment of the Articles of Incorporation of the Association, requires the prior approval of the United States Department of Housing and Urban Development and the United States Department of Veteran's Affairs so long as there remains any Class B Membership (as that term is defined in the Bylaws of the Association) in the Association.

ARTICLE THREE

The foregoing Amendments were adopted by consent in writing, signed by all members entitled to vote with respect thereto.

Briarcreek Owners Association, Inc.

By:

A handwritten signature in black ink, appearing to read "Edward R. Rathgeber, Jr.", written over a horizontal line.

Edward R. Rathgeber, Jr.
President