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**ARTICLES OF INCORPORATION
OF
S.A. HERITAGE CONDOMINIUMS AT COPPERTREE
OWNER'S ASSOCIATION, INC.**

FILED
In the Office of the
Secretary of State of Texas

OCT 06 1999

Corporations Section

Corporate Name

1. The name of the corporation is **S.A. HERITAGE CONDOMINIUMS AT COPPERTREE OWNER'S ASSOCIATION, INC.** referred to as the "Association".

Legal Status

2. The **ASSOCIATION** is a nonprofit corporation organized pursuant to the Texas Non-Profit Corporation Act.

Duration

3. The period of the duration of the **ASSOCIATION** is perpetual.

Purposes

4. The purposes for which the **ASSOCIATION** is formed are the following:

(a) Specifically and primarily to provide an organization consisting of the owners of that certain condominium project located in Bexar County, State of Texas, and more particularly described in the Declaration recorded in the Office of the County Clerk of Bexar County, State of Texas, on October 01, 1999 in the Condominium Records, under Bexar County Clerk's Document Number 99-0185873, Official Public Records of Real Property, Bexar County, Texas (the "Condominium Project"), to provide for the management, maintenance, preservation, and architectural control of the Condominium Project.

(b) Generally:

(i) To promote the health, safety, and welfare of the owners of the Condominium Project.

(ii) To exercise all of the powers and privileges and to perform all of the duties and obligations of the **ASSOCIATION** as set forth in the Declaration and Bylaws of said **ASSOCIATION**.

(iii) To fix, levy, collect, and enforce payment of any charges or assessments as set forth in the Declaration and to pay all expenses in connection with such charges or assessments, all office expenses, and all other expenses incidental to the conduct of the business of the **ASSOCIATION**, including all licenses, taxes, or governmental charges levied or imposed against the property of the **ASSOCIATION**.

(iv) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, to dedicate for public use, or otherwise to dispose of real or personal property in connection with the affairs of the ASSOCIATION.

(v) To borrow money, to mortgage, to pledge, to deed in trust, or to hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred.

(vi) To have and to exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or at a later time have or exercise.

(vii) To act in the capacity of principal, agent, joint venturer, partner, or otherwise.

(c) Notwithstanding any of the above statements of purposes, the ASSOCIATION shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the ASSOCIATION.

Initial Registered Office and Agent

5. The street address of the initial registered office of the ASSOCIATION is 711 Summer Dawn, San Antonio, Texas 78258, and the name of its initial registered agent at such address is Peter Schinker.

Board of Directors

6. The affairs of the ASSOCIATION shall be managed by a Board of Directors. The number of Directors constituting the initial Board is three (3). The number of Directors to be elected at the first meeting of the members of the ASSOCIATION shall be three (3). The number of Directors may be changed by amendment of the Bylaws of the ASSOCIATION, provided, however, that the number of Directors may never be less than three (3).

The names and addresses of the persons who are to serve as the initial Directors are as follows:

Name	Address
Peter Schinker	711 Summer Dawn, San Antonio, Tx 78258
Bonnie Schinker	711 Summer Dawn, San Antonio, Tx 78258
Kenneth R. Cooper	14607 San Pedro, San Antonio, Tx 78232

Incorporator

7. The names and street address of the incorporator of this ASSOCIATION is as follows:

Name	Address
Peter Schinker	711 Summer Dawn, San Antonio, Tx 78258

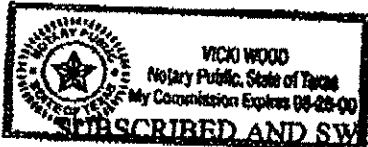
IN WITNESS WHEREOF, I have set my hand, on this 4th day of October, 1999.

[Handwritten Signature]
Peter Schinker, Incorporator

STATE OF TEXAS

COUNTY OF BEXAR

BEFORE ME, the undersigned Notary Public, on this day personally appeared Peter Schinker, who, being by me duly sworn on oath deposed and said that he has read the above Articles of Incorporation and that every statement contained in the Articles of Incorporation is within his personal knowledge and is true and correct.



[Handwritten Signature]

SUBSCRIBED AND SWORN TO BEFORE on October 4th, 1999, to certify which witness my hand and official seal.

[Handwritten Signature]

NOTARY PUBLIC, In and For
The State of Texas

