

ARTICLES OF FORMATION
OF
SHEFFIELD FARMS ASSOCIATION

I, Mark Ragon, being the General Partner of SPORTSMAN LIMITED PARTNERSHIP, a Texas Limited Partnership, which Partnership is the owner and developer of the addition known as SHEFFIELD FARMS, do hereby adopt the following Articles of Formation for SHEFFIELD FARMS ASSOCIATION.

ARTICLE I.

The name of the Association is SHEFFIELD FARMS ASSOCIATION, ("the Association" herein).

ARTICLE II.

The Association is for non-profit purposes. The value of the goods, chattels, lands, rights and credits owned by the Association is none. The Association shall be non-profit sharing and no part of the income or property of the Association shall inure, directly or indirectly, to the benefit of any member or director, or to any person participating in the Association.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The purpose or purposes for which the Association is organized are:

(a) to promote the health, safety and welfare of its members within the 570.298 acres of SHEFFIELD FARMS addition as shown on the plat filed in Collin County records Volume L, Pages 421,422 & 423.

(b) to exercise the powers and privileges and perform those duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions ("Declaration" herein) of record in 99-0129883 of the deed records of Collin County, Texas.

(c) to fix, levy, assess, collect and enforce, by any lawful means, payment of all charges and assessments pursuant to the terms of the aforesaid Declaration; and to pay all expenses in connection therewith together with all other expenses incidental to the conduct of the business of the Association, including any licenses, taxes and/or other charges imposed against the property of the Association.

(d) to purchase, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated, as the purposes of the Association shall require, and on such terms and conditions as may be agreed by the Board of Directors of the Association.

(e) to pledge, sell, lease, operate, maintain, transfer or otherwise dispose of all or any part of its personal property.

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(f) to mortgage all or any part of its real property, together with improvements thereon provided that said mortgage shall be approved by two-thirds vote of members attending and voting thereon .

(g) to dedicate, sell or transfer all or any part of its real property and/or improvements thereon, subject to the approval of two-thirds of the members voting thereon.

(h) to participate in mergers and consolidations with other non-profit associations organized for the purposes provided herein.

ARTICLE V

The Post Office address of the initial registered office of the Association is 2252 E. University Drive, McKinney, Texas 75069, and the initial registered agent at such address is Mark Ragon.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the Association is four (4) and the names and addresses of the persons who are to serve as initial Directors are:

Mark Ragon, 4220 Magnolia, McKinney TX 75070
Roger Ludahl, 11390 Wild Rose Lane, Anna TX 75409
Claude E. Hearn, 10824 Snow White Dr, Dallas TX 75229
Billy W. Sportsman, 2236 E. University Dr, McKinney TX 75069

ARTICLE VII

A. Every owner of a fee simple interest in any property that is part of the SHEFFIELD FARMS addition as the plat filed in Collin County Map and Plat Records, shall be a member of the Association. Every holder of a leasehold interest in and to any residential property within the said SHEFFIELD FARMS shall be likewise entitled to membership in the Association provided that said leasehold interest shall be or have been for an initial term of not less than twelve (12) months, and provided further that the taking under the said lease shall be subject to such other conditions as may be prescribed by the By-Laws of the Association.

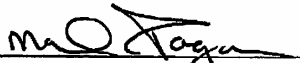
B. Each member shall be entitled to vote in accordance with the number of tracts owned by said member to the extent of two votes per tract owned or as otherwise provided by the By-Laws of the Association. Holders of leasehold rights shall be entitled to the vote of the land owner from whom said leaseholder holds his rights unless the vote is on a matter in which the land owner will be required to pay some fees, then the landowner will be permitted to cast that vote.

C. Unless provided otherwise herein or in the By-Laws of the Association, all matters submitted to a vote must carry by a majority of two-thirds of the members voting. The By-Laws may provide for voting by mail or by proxy.

D. The By-Laws of the Association shall provide that the management of the affairs of the Association shall be vested in the Board of Directors. The Board of Directors may be enlarged but shall never exceed ten (10) in number.

E. These Articles of Formation may be amended only on approval of two-thirds of the members provided that notice of same shall have been given to all members.

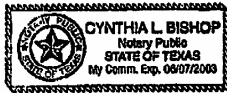
IN WITNESS WHEREOF, I have hereunto set my hand this the 19th day of Oct, 1999.



Mark Ragon, General Partner of
SPORTSMAN LIMITED PARTNERSHIP

STATE OF TEXAS
COUNTY OF COLLIN

This instrument was acknowledged before me on the 19th day of October, 1999, by Mark Ragon, General Partner of SPORTSMAN LIMITED PARTNERSHIP, on behalf of said Partnership.



Cynthia L. Bishop
Notary Public, State of Texas

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ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE
DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS HEREBY AND
UNENFORCEABLE UNDER FEDERAL LAW COUNTY OF COLLINGS
THE STATE OF TEXAS
A hereby certify that this instrument was filed in the Public Records on the date
and the time indicated herein by me, and was duly RECORDED, in the Official Public
Records of Real Property of Collings County, Texas on

OCT 21 1999

Helen Strames



Filed for Record in:
COLLINGS COUNTY, TX
HONORABLE HELEN STRAMES
On 1999/10/21
At 11:24a
Number: 99-0129894
Type: NJ
13.00