

BAW-CH



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS-SAN ANTONIO METROPOLITA+
CHARTER NUMBER 01448264


THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED JUNE 6, 1997

EFFECTIVE JUNE 6, 1997


Antonio O. Garza, Jr., Secretary of State

**ARTICLES OF INCORPORATION
of
NATIONAL ASSOCIATION OF RESIDENTIAL
PROPERTY MANAGERS - SAN ANTONIO METROPOLITAN AREA**

FILED
In the Office of the
Secretary of State of Texas
JUN 06 1997
Public Information Section

We, the undersigned natural persons over the age of 18 years, acting as incorporators adopt the following Articles of Incorporation of National Association of Residential Property Managers - San Antonio Metropolitan Area (referred to as the "Corporation") under the Texas Nonprofit Corporation Act (referred to as the "Act").

ARTICLE ONE

NAME

The name of the corporation will be **NATIONAL ASSOCIATION OF RESIDENTIAL PROPERTY MANAGERS - SAN ANTONIO METROPOLITAN AREA.**

ARTICLE TWO

NONPROFIT CORPORATION

The Corporation is a Nonprofit corporation. Upon dissolution, all of the corporation assets shall be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code §501(c)(3) for one or more purposes that are exempt under the Texas Franchise Tax. The corporation shall be the successor to an unincorporated Association named National Association of Residential Property Managers - San Antonio Metropolitan Area and located in San Antonio, Texas. The incorporators have been authorized to execute these articles of incorporation by the

consent of the majority of the members of the unincorporated association.

ARTICLE THREE

DURATION

The corporation shall continue in perpetuity.

ARTICLE FOUR

PURPOSES

The purposes for which the Corporation is organized are to perform charitable activities within the meaning of the Internal Revenue Code §501(c)(3) and Texas Tax Code §11.18(C)(1), to enhance professionalism in residential property management, and to conduct educational activities.

ARTICLE FIVE

POWERS

Except as otherwise provided in these articles, the Corporation shall have all of the powers in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its expressed powers.

ARTICLE SIX

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its members, directors, or officers or otherwise accrue distributable profits or permit the

realization of private gain. The Corporation shall have no power to take any action prohibited by the Act.

The Corporation shall have no power that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code §501(c)(3) in related regulations, rulings and procedures.

ARTICLE SEVEN

MEMBERSHIP

The Corporation shall have one class of members as provided in the bylaws of the Corporation.

ARTICLE EIGHT

ADDRESS

The street address of the initial registered office of the Corporation is 4502 Centerview, Suite 200, San Antonio, Texas 78228. The name of the initial registered agent at this office is Robert N. Ray.

ARTICLE NINE

BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the board of directors (referred to as the "Board of Directors") shall be provided in the bylaws. The initial Board of Directors shall consist of five persons. The number

of directors may be increased or decreased by adoption or amendment of bylaws. The number of directors may not be decreased to less than three. In electing officers, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board of Directors shall consist of the following persons at the following addresses:

Name of Director	Street Address
Joe Medinger	902 Coronado Blvd. Universal City, Texas 78148
Dorothy Bartel	418 Pat Booker Road Universal City, Texas 78148
Leslye Baumann	404 Pat Booker Road Universal City, Texas 78148
Stephen Foster	4210 Briarglen San Antonio, Texas 78218
Charlotte Vaught	12702 Toepperwein, Suite 139 San Antonio, Texas 78233

ARTICLE TEN

INDEMNIFICATION

The Corporation may indemnify a person who was, is, or may be threatened to be made a named defendant or responsible in litigation or other proceedings because the person is or was a director or other person related to the Corporation regardless of the provisions of any Act governing indemnification. As provided in the bylaws, the

Board of Directors shall have the power to define the requirements and limitations of the Corporation to indemnify directors, officers, or others related to the Corporation.

ARTICLE TWELVE

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or the sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE THIRTEEN

INCORPORATORS

The name and street address of each incorporator is:

Name of Incorporator	Street Address
Joe Medinger	902 Coronado Blvd. Universal City, Texas 78148
Charlotte Vaught	12702 Toepperwein, Suite 139 San Antonio, Texas 78233

ARTICLE FOURTEEN

ACTION BY WRITTEN CONSENT

Action may be taken by use of signed, written consent by the number of members, directors, or committee members whose vote would be necessary to take

action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the corporation within 60 days after the date of the earliest dated consent is delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who did not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

We execute these Articles of Incorporation on May 22, 1997.

Joe Medinger

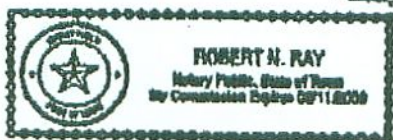
Joe Medinger

Charlotte Vaught

Charlotte Vaught

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

This instrument was acknowledged before me on the 22 day of May, 1997,
by Joe Medinger.

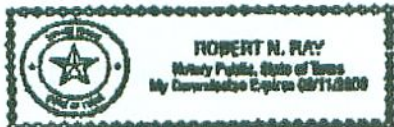


Robert N. Ray

Notary Public, State of TEXAS

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

This instrument was acknowledged before me on the 22 day of May, 1997,
by Charlotte Vaught.



Robert N. Ray

Notary Public, State of TEXAS