



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF

**FT. WORTH/MID CITIES CHAPTER OF THE NATIONAL ASSOCIATION OF
RESIDENTIAL PROPERTY MANAGERS, INC.**
CHARTER NUMBER 1351548-01

The undersigned, as Secretary of 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: April 5, 1995
Effective April 5, 1995



FMC

Antonio O. Garza, Jr.
Secretary of State

APR 05 1995

Corporations Section

ARTICLES OF INCORPORATION

OF

FT. WORTH/MID-CITIES CHAPTER OF THE NATIONAL ASSOCIATION
OF RESIDENTIAL PROPERTY MANAGERS, INC.

I, the undersigned natural person over the age of eighteen (18), acting as incorporator, adopt the following Articles of Incorporation of Ft. Worth/Mid-Cities Chapter of the National Association of Residential Property Managers, Inc. ("Corporation") under the Texas Non-Profit Corporation Act ("Act"):

ARTICLE 1

NAME

The name of the Corporation is Ft. Worth/Mid Cities Chapter of the National Association of Residential Property Managers, Inc.

ARTICLE 2

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation.

ARTICLE 3

DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4

PURPOSES

The purposes for which the Corporation is organized are any and all lawful purposes.

ARTICLE 5

POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. The Corporation shall have the power, on dissolution, to distribute assets to members as provided by law, regardless of the provisions of Article 1396-6.02, Section A(3) or Article 1396-7.06, Section B(3) of the Revised Civil Statutes.

ARTICLE 6

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.

ARTICLE 7

MEMBERSHIP

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3341 Winthrop Ave, Ft. Worth, TX 76116. The name of the initial registered agent at this office is Sallye Tinsley.

ARTICLE 9

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 3 persons. The number of directors may be increased or decreased only by amendment of these Articles of Incorporation. In electing directors, members may 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
Sallye Tinsley	3341 Winthrop Ave, Ft. Worth, TX 76116
Barbara Debenport	3901 W. Vickery, Suite 7, Ft. Worth, TX 76107
Ann Charlesworth	6001 Granbury Rd., Ft. Worth, TX 76133

ARTICLE 10

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

INDEMNIFICATION

The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation regardless of the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors and officers of the corporation.

ARTICLE 12

CONSTRUCTION

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

ARTICLE 13

INCORPORATOR

The name and street address of the Incorporator is:

Name of Incorporator	Street Address
Michael S. Goodrich	201 Main St., Suite 582, Ft. Worth, TX 76102



Michael S. Goodrich, Incorporator