

**ARTICLES OF INCORPORATION
PURSUANT TO ARTICLE 3.02
TEXAS NON-PROFIT CORPORATION ACT**

FILED
In the Office of the
Secretary of State of Texas
FEB 09 2004
Corporations Section

Article 1 - Corporate Name

The corporation formed is a non-profit corporation. The name of the corporation is NUTTY BROWN ROAD NEIGHBORS ASSOCIATION, INC. (the "Corporation").

Article 2 - Registered Agent and Registered Office

The initial registered agent is an individual resident of the state whose name is KAREN FORD. The business address of the registered agent and the registered office address is 13500 Nutty Brown Road, Austin, Texas 78737.

Article 3 - Management

Management of the affairs of the Corporation is to be vested in its board of directors. The number of initial directors shall be three (3). The number of directors shall be set by the bylaws of the Corporation as may be amended from time to time, provided that the number of directors may never be less than three. The names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are:

Karen Ford	13500 Nutty Brown Road, Austin, Texas 78737
Owen T. Kinney	P. O. Box 92258, Austin, Texas 78709-2258
Susan Owrey	13901 Nutty Brown Road, Austin, Texas 78737

Other than initial directors, directors of the Corporation must also be members of the Corporation. If at any time, a director ceases to be member, his or her directorship shall at such time become vacant.

Article 4 - Organizational Structure

The Corporation will have members.

Article 5 - Duration

The period of duration is perpetual.

Article 6 - Purpose

The Corporation is organized for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). In

particular the Corporation shall educate its members and promote the neighborhood's common interests with regard to safety and the reasoned and balanced development of the Nutty Brown Road neighborhood area consistent with clearly defined long-range planning while placing an emphasis on environmental impacts and quality of life.

Article 7 - Restrictions

Notwithstanding the foregoing or anything to the contrary herein, the Corporation may not:

- A. Engage in any activity or take any action prohibited by the Texas Non-Profit Corporation Act.
- B. Pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers. However, the Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, provided such compensation and benefits are reasonable.
- C. Make loans to the Corporation's directors.
- D. Engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation.
- E. Conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations.
- F. Serve any private interest except if clearly incidental to the public benefit provided by the Corporation.
- G. Allow any of the Corporation's net earning to inure to the benefit of the members, if any of the Corporation, or any private individual.
- H. Engage in more than an insubstantial degree in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not directly or indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, except as allowed by Internal Revenue Code and its regulations.
- I. Allow upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation to be distributed to anyone other than an organization which would then qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code for use in furtherance of the purpose or purposes for which the Corporation was organized or to the State of Texas for public purposes.
- J. Make distributions at such time and in such manner as to subject it to tax under Section 4942 of the Internal Revenue Code of 1986 (the "Code").
- K. Engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code.
- L. Retain any excess business holdings which would subject it to tax under Section 4943 of the Code.
- M. Make any investments which would subject it to tax under Section 4944 of the Code.

- N. Make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

Article 8 – Corporate Assets

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Article 9 - Power to Amend Bylaws Reserved by Members

The power to amend the bylaws is reserved exclusively to the members.

Article 10 - Indemnification

The Corporation shall indemnify and advance expenses to the full extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Act and other applicable law, present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

Incorporator

The name and address of the incorporator is:

OWEN T. KINNEY

P. O. BOX 92258, AUSTIN, TX 78709-2258

The undersigned incorporator signs these articles of incorporation subject to the penalty imposed by Article 10.02, Texas Business Corporation Act, for the submission of a false or fraudulent document.


OWEN T. KINNEY

**NUTTY BROWN CAFÉ CLUB, Inc.
US 290 West & Nutty Brown Rd.
401 W. 14th ST.
Austin, TX 78701**

February 8, 2004

Texas Secretary of State
Corporations Section
12th & Brazos
Austin, TX 78701

Re: Permission to "Nutty Brown Road Neighbors Association" from
Nutty Brown Café Club Inc. to file application for a non-profit
corporation in that name

Dear Corporations Section:

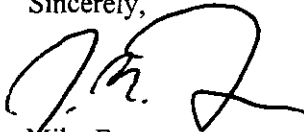
My name is Mike Farr and I am the Managing Partner of Nutty Brown Café Club Inc. which is a business enterprise currently registered with the Texas Secretary of State under that name. Our registered agent is William C. Dufour and the registered office is at 401 W. 14th St. Austin Texas 78701.

I have been asked by a representative of the Nutty Brown Road Neighbors Association (NBRNA) to grant permission for their use of that name in filing of an application for a non-profit corporation. It is my understanding that due to the similarity in names, the Secretary of State's Office would not approve their application without Nutty Brown Café Club's agreement in order to avoid confusion and other reasons.

I am authorized by Nutty Brown Café Club Inc. to grant permission to the organizers of the Nutty Brown Road Neighbors Association to use that name notwithstanding its similarity to our prior filed name.

Should you have any questions about this authorization, I may be reached at (512) 301-4648. Thank you for your attention to this matter.

Sincerely,



Mike Farr

cc: Owen T. Kinney, NBRNA