

EXHIBIT D-1

ARTICLES OF INCORPORATION OF TANGLEWOOD @ MANSFIELD HOMEOWNERS' ASSOCIATION, INC. (A Non-Profit Corporation)

The undersigned natural person of the age of eighteen (18) years or more, acting as the sole incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Tanglewood @ Mansfield Homeowners' Association, Inc.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purposes for which the corporation is organized are to exercise all powers and privileges and perform all duties and obligations of the corporation as granted and required in the Declaration of Covenants, Conditions and Restrictions for Tanglewood (to be) recorded in the Records of Tarrant County, Texas (the "Declaration"), and to be treated as a homeowners' association within the meaning of the Internal Revenue Code, and to do all other things necessary and proper to accomplish any and all of the purposes and to exercise such of the general powers of a non-profit corporation.

ARTICLE FIVE

The corporation shall have members as provided in the Declaration.

ARTICLE SIX

The address of its initial registered office is 1903 Central Drive, Suite 308, Bedford, Texas 76021, and the name of its initial registered agent at such address is Lanelle Deardorf.

EXHIBIT D-2

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors is three (3) and the name and address of the person who is to serve as the director of the corporation for the term set forth opposite his name or until his successor is elected and qualified is:

| <u>NAME</u> | <u>ADDRESS</u> | <u>INITIAL TERM OF OFFICE</u> |
|-----------------|---|-----------------------------------|
| Lanell Deardorf | 1903 Central Drive Suite 308 Bedford, Texas 76021 | Until first election |
| Steve Howard | 12720 Hillcrest Road Suite 408 Dallas, Texas 75230-2041 | Until first election |
| Rochelle Yares | 1903 Central Drive Suite 308 Bedford, Texas 76021 | Until first election |

The right of members to cumulative voting in the election of directors is expressly prohibited.

ARTICLE EIGHT

The name and address of the incorporator is Lanell Deardorf, 1903 Central Drive, Suite 308, Bedford, Texas 76021.

ARTICLE NINE

Except as may be provided in the By-Laws of the corporation, the power to alter, amend, or repeal the By-Laws or to adopt new By-Laws of the corporation shall be vested in the Board of Directors of the corporation; provided however, the By-Laws made by the Board of Directors and the power so conferred may be repealed or changed by action of the members.

ARTICLE TEN

Any action authorized or required by the Texas Non-Profit Corporation Act to be taken at any annual or special meeting of members, board of directors, or any committee thereof, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of a sufficient number of votes to take such action at a meeting at which all members were present and voted.

EXHIBIT D-3

ARTICLE ELEVEN

No director of the corporation shall be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its members, (2) for acts or omissions not in good faith that constitute a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of law, (3) for any transaction from which the director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the director's office, and (4) for acts or omissions for which the liability of a director is expressly provided by statute. Any repeal or amendment of this Article by the members of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the corporation is not personally liable as set forth in the preceding sentences, a director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a director.

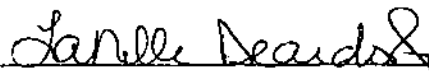
ARTICLE TWELVE

The corporation is a non-profit corporation, without capital stock, organized solely for the purposes specified in Article Four, and no part of its property, whether income or principal, shall ever inure to the benefit of any director, officer, or employee of the corporation, or any individual having a personal or private interest in the activities of the corporation, nor shall any such director, officer, employee, or individual receive or be lawfully entitled to receive any profit from the operations of the corporation except a reasonable allowance for salaries and other compensation for personal services actually rendered in carrying out the corporation's stated purposes.

ARTICLE THIRTEEN

These Articles may be amended by the affirmative vote or written consent of Owners owning at least 70% of the Lots, provided that so long as the Class B membership provided for in Section 5.2(b) of the Declaration exists, Declarant may determine whether any amendment of these Articles shall require the prior written approval of VA.

IN WITNESS WHEREOF, the undersigned has set his hand on December 2, 1999.



Lanelle Deardorf, Incorporator