

EXHIBIT D-1

(see Section 4.3 of Declaration)

ARTICLES OF INCORPORATION OF
BRODIE SPRINGS HOMEOWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

ARTICLE ONE: NAME

OCT 14 2003

The name of the corporation is "Brodie Springs Homeowners Association, Inc."

Corporations Section

ARTICLE TWO: NON-PROFIT

The corporation is a non-profit corporation.

ARTICLE THREE: DURATION

The period of its duration is perpetual.

ARTICLE FOUR: PURPOSES

The purposes for which the association is organized are to represent the interests of members of the Brodie Springs Homeowners Association, Inc., each of whom own or will own a Lot in the Brodie Springs II Subdivision in Austin, Travis County, Texas.

ARTICLE FIVE: MEMBERSHIP

The corporation shall be a membership corporation. The qualifications for membership and rights, duties and obligations of members shall be contained in the Bylaws of the corporation.

ARTICLE SIX: REGISTERED AGENT AND OFFICE

The name of its initial registered agent is Larry Niemann, and the street address of the initial registered office of the corporation is 1122 Colorado Street, Suite 313, Austin, Texas 78701.

ARTICLE SEVEN: BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors in which shall reside all rights, powers, authority and responsibility with respect to the management and affairs of the corporation. The initial Board shall consist of five persons. The Board of Directors of the corporation shall, after the corporate charter has been issued, be elected pursuant to the Bylaws of the corporation at the first meeting of the general membership.

The initial Board of Directors are as follows:

President: Larry Niemann, 1122 Colorado Street, Suite 313, Austin, Texas 78701
Vice President: Carol Niemann, 1122 Colorado Street, Suite 313, Austin, Texas 78701
Secretary/Treasurer: Connie Heyer, 1122 Colorado Street, Suite 313, Austin, Texas 78701

ARTICLE EIGHT: INDEMNIFICATION

The corporation shall indemnify any director or officer or former director or officer of the corporation for expenses and cost (including attorneys fees) actually and necessarily incurred by him in connection with any claim asserted against the director or officer, by action in court or otherwise, by reason of being or having been the director

or officer, except in relation to matters as to which the officer or director is guilty of gross negligence or willful misconduct with respect to the matter in which indemnity is sought.

ARTICLE NINE: LIMITED LIABILITY

The members of the Board of Directors, the officers of the corporation, and committee members of the Association shall not be liable to any member or any person claiming by or through any member for any act or omission of the director or officer in the performance of his duties unless the director's or officer's act or omission is: (1) a breach of a duty of loyalty to the corporation or its members; (2) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of law; (3) a transaction from which a director or officer receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office; or (4) an act or omission for which the liability of the director is expressly provided for by statute. The corporation shall indemnify all such directors and officers from all claims, demands, actions and proceedings and any expenses in connection therewith except if the director or officer has acted in violation of the foregoing. The Board of Directors may purchase (but is not required to purchase) directors and officers liability insurance.

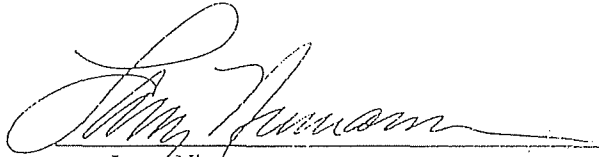
ARTICLE TEN: IRS EXEMPTION

The business and affairs of this corporation shall always be conducted so that the corporation does not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation under §501 (c) (4) of the Internal Revenue Code of 1986, as amended.

ARTICLE ELEVEN: INCORPORATOR

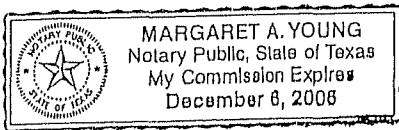
The Incorporator for the corporation is Larry Niemann, whose address is 1122 Colorado, Suite 313, Austin, Texas 78701.

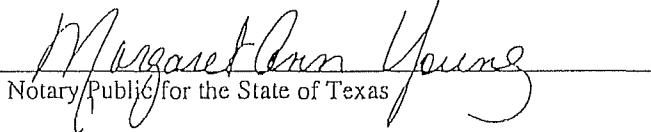
Dated October 9, 2003.


Larry Niemann

STATE OF TEXAS
COUNTY OF TRAVIS

On this the 9th day of October, 2003, before me the undersigned authority appeared Larry Niemann who after being duly sworn, states that the foregoing information is true and correct.




Notary Public for the State of Texas

BYLAWS OF
BRODIE SPRINGS HOMEOWNERS ASSOCIATION, INC.

Article I: NAME AND LOCATION

1.01. *Name.* The name of the Association is "Brodie Springs Homeowners Association, Inc." (the "Association").

Article II: DEFINITIONS; PURPOSES

2.01. *Definitions.* All capitalized terms contained herein that are not otherwise defined shall have the same meanings as set forth in the Declaration of Covenants, Conditions and Restrictions for Brodie Springs (the "Declaration").

2.02. *Purposes.* Subject to the provisions of Article 1396-2.01 of the Texas Non-Profit Corporation Act (the "Act"), the Association is organized exclusively to act as an agent for each and every Member in exercising all of the powers and privileges, and performing all of the duties and obligations, of the Association under the Declaration, as set forth in the Declaration and the Articles. No part of its activities shall be carrying on propāganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Association shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 of the Internal Revenue Code of 1986 (as amended from time to time, the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article III: MEETING OF MEMBERS

3.01. *In general.* The Association shall have Members. Each and every Owner of a Lot automatically and concurrently with acquiring the Lot, shall become a Member of the Association. Membership shall be appurtenant to and shall run with the ownership of the Lot that qualifies the Owner thereof for membership, and membership may not be severed from the ownership of the Lot, or in any way transferred, pledged, mortgaged, or alienated except together with the title to such Lot.

2.02. *Annual meetings.* The annual meeting of the Members shall be held each year on a date and at a place designated by the Board. At each annual meeting, the Members shall elect a Board and transact such other business as may be properly brought before the meeting.

3.02. *Special meetings.* Special meetings of the Members may be called at any time by the president, upon the written request of at least 2 members of the Board, or upon written request of 10 or more Members. The place of the meeting shall be as stated in the notice.

3.03. *Notice of meetings.* Written notice of each meeting of the Members shall be given by mailing a notice of the meeting, postage prepaid, at least 14 days before such meeting to each Member entitled to vote, addressed to the Member's address last appearing on the books of the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. Such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address described above. Notice of a meeting shall be mailed to a First Mortgagee who requests such notice in writing and provides the address for notice.

3.04. *Quorum.* The presence at any meeting of Members entitled to cast, or of proxies entitled to be cast, one-fourth of the Members' votes shall constitute a quorum for any action except as otherwise provided by the Articles, Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members present shall have power to recess the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented.