

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

MAR 13 1991

DAYSTAR RESIDENTIAL, INC.

Corporations Section

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of DAYSTAR RESIDENTIAL, INC. under the Texas Non-Profit Corporation Act (the "Act"):

ARTICLE ONE

Name

The name of the corporation is DAYSTAR RESIDENTIAL, INC.

ARTICLE TWO

Non-Profit Corporation

The corporation is a non-profit corporation.

ARTICLE THREE

Duration

The corporation shall continue in perpetuity.

ARTICLE FOUR

Purposes

The purposes for which the corporation is organized are to acquire, own, operate, and/or sell various residential properties for housing autistic and similarly handicapped persons, and to otherwise conduct any and all business and/or activities for which a corporation may be lawfully formed under the Texas Non-Profit Corporation Act.

ARTICLE FIVE

Powers

Except as otherwise provided in these articles, the corporation shall have all of the powers provided in the Act. Moreover, the corporation shall have all implied powers necessary and proper to carry out its express powers. The corporation may pay reasonable compensation to directors or officers for services rendered to or for the

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corporation in furtherance of one or more of its purposes set forth above.

ARTICLE SIX

Restrictions and Requirements

The corporation shall not pay dividends or other corporate income to its 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 SEVEN

Members

The corporation shall have no members.

ARTICLE EIGHT

Initial Registered Office and Agent

The post office address of its initial registered office is 125 South Parking Place, Lake Jackson, Texas 77566, and the name of its initial registered agent at such address is Everet E. Kennemer, III.

ARTICLE NINE

Board of Directors

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (the "Board of Directors") shall be provided in the By-Laws. The initial Board of Directors shall consist of three (3) persons. The number of Directors may be increased or decreased by adoption or amendment of By-Laws. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Clay Dean Hill	3941 County Road 895 Manvel, Texas 77578
Everet E. Kennemer, III.	125 South Parking Place Lake Jackson, Texas 77566

ARTICLE TEN

Limitation on Liability of Directors

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

ARTICLE ELEVEN

Indemnification

The corporation may 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 By-Laws, the Board of Directors shall have the power to define the requirements and limitations for the corporation to indemnify Directors and officers or others related to the corporation.

ARTICLE TWELVE

Construction

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

ARTICLE THIRTEEN

Incorporator

The name and street address of the incorporator is:

Wes Griggs
301 South 17th Street
West Columbia, Texas 77486

I execute these Articles of Incorporation on the
11th day of March, 1991.

Wes Griggs
WES. GRIGGS