

JUL 20 1998

ARTICLES OF INCORPORATION  
OF  
BRAZOS LANDING RESIDENTIAL ASSOCIATION, INC.  
Corporations Section

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

1. **Name.** The name of the association is BRAZOS LANDING RESIDENTIAL ASSOCIATION, INC. (the "Association").

2. **Non-Profit Association.** The Association is a non-profit association.

3. **Duration.** The period of the Association's duration is perpetual.

4. **Purpose.** The purposes for which the Association is organized are:

(a) to provide for the maintenance, management, preservation, care and architectural control of the Properties and the Common Properties;

(b) to promote the health, safety and welfare of the residents within the Properties and the Common Properties.

(c) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(d) to fix, levy, collect and enforce payment of all charges and assessments as set forth in the Declaration, to pay all expenses in connection therewith and all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Association or the property of the Association;

(e) to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(f) to borrow money, and mortgage, pledge, or hypothecate any or all of the real or personal property of the Association as security for money borrowed or debts incurred;

(g) to dedicate, sell or transfer all or any part of the Common Properties to any public agency, authority, or utility in accordance with the Declaration; and

(h) to have and to exercise any and all powers, rights and privileges which a association organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise.

The aforesaid statement of purposes shall be construed as a statement of both purposes and of powers and shall be broadly construed to effectuate its intent.

**5. Registered Agent and Office.** The street address of the initial registered office of the Association is 12801 North Central Expressway, Suite 370, Dallas, Texas 75243, and the name of the Association's initial registered agent at such address is Tim Hagen.

**6. Directors.** The number of directors constituting the initial board of directors is three (3). The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME OF DIRECTOR</u>	<u>ADDRESS OF DIRECTOR</u>
David W. Howell	15851 Dallas Parkway, Suite 100 Dallas, Texas 75248
Rick Shaver	8313 Southwest Freeway, Suite 101 Houston, Texas 77074
Ginger Pawlak	8313 Southwest Freeway, Suite 101 Houston, Texas 77074

**7. Membership and Voting Rights.** Every Owner of a Lot shall automatically be a Member of the Association. Memberships shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration. Ownership of a Lot shall be the sole qualification for membership in the Association. The Association may (but shall not be required to) issue certificates evidencing membership in the Association. The voting rights of the Members are set forth in the Declaration.

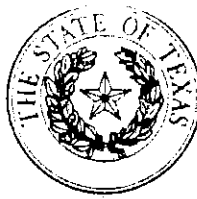
**8. Amendments.** Amendments to these Articles of Incorporation shall be in accordance with the Bylaws of the Association.

**9. Incorporator.** The name and street address of the incorporator is Tim Hagen, 12801 North Central Expressway, Suite 370, Dallas, Texas 75243.

10. **Capitalized Terms.** The capitalized terms used herein shall have the same meaning as set forth in the Declaration of Covenants, Conditions and Restrictions for Brazos Landing to be recorded in the Real Property Records of Fort Bend County, Texas.

**EXECUTED** this the 16th day of July, 1998.

  
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**Tim Hagen**



# The State of Texas

Secretary of State

JULY 23, 1998

TIM HAGEN  
12801 NORTH CENTRAL EXPRESSWAY SUITE 370  
DALLAS, TX 75243

RE:  
BRAZOS LANDING RESIDENTIAL ASSOCIATION, INC.

CHARTER NUMBER 01498950-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

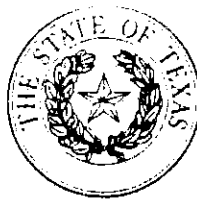
IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION  
OF

BRAZOS LANDING RESIDENTIAL ASSOCIATION, INC.  
CHARTER NUMBER 01498950

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE 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 JULY 20, 1998

EFFECTIVE JULY 20, 1998



A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State