



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

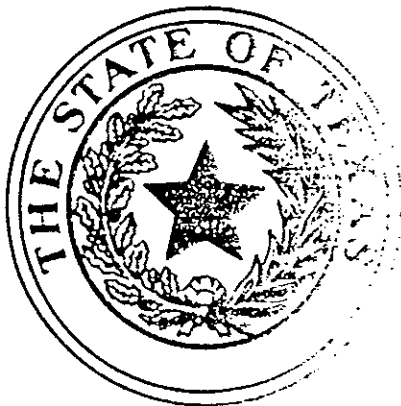
OF

THE COMMONWEALTH CIVIC ASSOCIATION, INC.
CHAPTER NUMBER 01034781

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE ARTICLES OF INCORPORATION.

DATED APR. 10, 1987



Paul M. Reins

Secretary of State

ARTICLES OF INCORPORATION
OF

THE COMMONWEALTH CIVIC ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State
APR 10 1987
Clerk & C.
Corporations Section

We, the undersigned, natural persons of the age of eighteen (18) years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is The Commonwealth Civic Association, Inc. (hereinafter referred to as the "Corporation").

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The post office address of the initial registered office of the Corporation is Suite 500, 6671 Southwest Freeway, Houston, Texas 77074, and the name of its initial registered agent at such address is Richard L. Rose.

ARTICLE FIVE

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the protection, maintenance, preservation and architectural control of the properties

described on Exhibit "A" attached hereto being developed as The Commonwealth, a community in Fort Bend County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of the Corporation, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto, and, for these purposes, to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions for The Commonwealth (hereinafter called the "Declaration"), applicable to the property above described and recorded or to be recorded in the Office of the County Clerk of Fort Bend County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) Fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incidental to the conduct of the business of the Corporation, including all licenses, taxes and governmental charges levied or imposed against the property of the Corporation;
- (c) 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 Corporation;
- (d) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or transfer all or any part of the Corporation's property to any public agency or authority and grant or dedicate easements in

portions of its properties to public or private utility companies;

- (f) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional property; and
- (g) Have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise.

ARTICLE SIX

The record owner, whether one or more persons or entities, of the fee simple title to any portion of the property subject to the Declaration, including contract sellers, but excluding those having an interest merely as security for the performance of an obligation or those owning an easement right, a mineral interest or a royalty interest, shall be a Member of the Corporation (such persons or entities being hereinafter referred to as an "Owner").

ARTICLE SEVEN

The Corporation shall initially have two classes of voting membership:

- (a) CLASS A. Class A members shall be all Owners with the exception of the Class B members and shall be entitled to one vote for each Residential Unit (as defined in the Declaration) for which they are the Owner. When more than one person holds such interest in any Residential Unit, the vote for such Residential Unit shall be exercised as they among themselves determine and advise the Secretary of the Board of Directors prior to any meeting. In the absence of such advice, the vote for such Residential Unit shall be suspended in the event more than one person seeks to exercise it.

Any Owner of a Residential Unit which is leased may assign the voting right appurtenant to such

Residential Unit to the lessee thereof, and said lessee shall be entitled to exercise said voting right upon furnishing the Secretary of the Board of Directors with a copy of such written assignment. Owners of Tracts (as defined in the Declaration) shall be entitled to one vote for each seven thousand five hundred (7500) square feet of land contained within such Tract. In the case said formula results in a fraction of a vote, said fraction shall be rounded up to one or down to zero, whichever number is closer. When more than one person holds such interest in any Tract, the vote for such Tract shall be exercised as they among themselves determine, and advise the Secretary of the Board of Directors prior to any meeting. In the absence of such advice, the vote(s) for such Tract shall be suspended in the event more than one person seeks to exercise it.

- (b) CLASS B. Class B Members shall be Declarants (as defined in the Declaration) and any successors or assigns of the Declarants who takes title for the purpose of developing and selling any portion of the property owned by one of the Declarants in the Properties and is designated as such in a recorded instrument executed by a Declarant. The Class B Members shall initially be entitled to an aggregate of Thirty-Six Hundred (3600) votes. This number shall be decreased by one (1) vote for each Class A vote existing from time to time. The total votes of the Class B Members shall be divided between the Class B members in such manner as they may agree upon, or if there is no other agreement, each of the three Declarants shall be entitled to one-third (1/3) of the total votes of the Class B Members.

The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events: (i) when the total votes in the Class A membership equals or exceeds 2400 votes, (ii) on December 31, 2010; or (iii) when Declarants record an instrument to such effect in the County Clerk Official Records of Fort Bend County, Texas.

ARTICLE EIGHT

The affairs of the Corporation shall be managed by a Board of five (5) Directors, who need not be members of the Corporation until the later to occur of (i) twelve years after the date of the first annual meeting, or (ii) the date the Class "B" membership ceases, after which time any directors appointed must be members. The number of Directors may be changed by amendment of the By-Laws of the Corporation. The names and addresses of the persons who are to act in the capacity of Directors until the first annual meeting or until the election of their successors are:

- (1) Sandy Gaido
13431 Cullen Boulevard
Houston, Texas 77047
- (2) H. M. "Skip" Lingle
13431 Cullen Boulevard
Houston, Texas 77047
- (3) Charles R. Martin
9182 Old Katy Road, Suite 103
Houston, Texas 77055
- (4) Kenneth A. Suminski
10190 Old Katy Road, Suite 210
Houston, Texas 77043
- (5) Wade K. Forbes
Suite 500, 10000 Memorial Drive
Houston, Texas 77024

At the first annual meeting the members shall elect five (5) Directors for a term of three years. At the fourth annual meeting the members shall elect two (2) Directors for a term of three (3) years, two (2) Directors for a term of two (2) years,

and one (1) director for a term of one (1) year. At each annual meeting thereafter the members shall elect the number of Directors equal to the number of Directors whose terms expire at such time for a term of two years.

ARTICLE NINE

Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE TEN

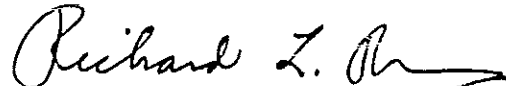
Amendments of these Articles shall require the affirmative vote of a majority of the total votes of the Class A Members and the Class B Members or the written consent by members entitled to a majority of the vote in each class.

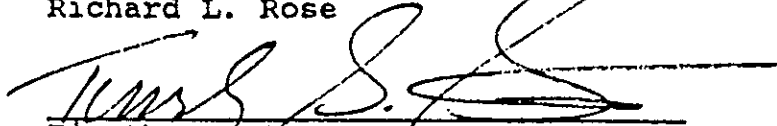
ARTICLE ELEVEN

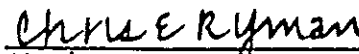
The name and address of each incorporator is:

Richard L. Rose	6671 Southwest Freeway, Suite 500 Houston, Texas 77074
Timothy G. Green	6671 Southwest Freeway, Suite 500 Houston, Texas 77074
Chris E Ryman	6671 Southwest Freeway, Suite 500 Houston, Texas 77074

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of the Corporation, have executed these Articles of Incorporation this 9th day of April, 1987.


Richard L. Rose

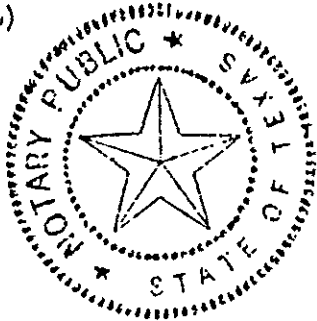

Timothy G. Green


Chris E Ryman

THE STATE OF TEXAS Y
 Y
COUNTY OF HARRIS Y

I, Carla V. Trapp, a Notary Public, do hereby certify that on this 9th day of April, 1987, personally appeared before me Richard L. Rose, Timothy G. Green and Chris E Ryman, who being by me duly sworn, declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

(SEAL)



Carla V. Trapp

Notary Public in and for
the State of Texas

Carla V. Trapp

Name printed or typed

My commission expires: 2/7/91

EXHIBIT "A"

METES AND BOUNDS DESCRIPTION
 OF A 614.912 ACRE TRACT OF LAND
 OUT OF THE W. M. STAFFORD SURVEY, A-89
 THE ELIJAH ALCORN LEAGUE, A-1
 AND THE S. M. WILLIAMS SURVEY, A-97
 FORT BEND COUNTY, TEXAS

BEGINNING at a found 5/8-inch iron rod in the West Line of that certain Houston Lighting and Power Tract as recorded in Volume 357, Page 232 of the Fort Bend County Deed Records; and being in the South Line of Sugar Land L.I.D. No. 2 South Levee as recorded in Volume 841, Page 105 of the Fort Bend County Deed Records;

THENCE South 02° 15' 10" East, 605.21 feet to a found 1/2-inch iron rod;

THENCE South 47° 22' 56" West, 1830.76 feet to a point for corner;

THENCE South 02° 18' 16" West, 817.10 feet to a point for corner;

THENCE South 86° 14' 07" West, 1212.27 feet to a found 1-1/4-inch galvanized iron pipe;

THENCE South 86° 18' 36" West, 3003.71 feet to a found channel iron;

THENCE South 04° 14' 52" East, 944.89 feet to a found 1-1/2-inch iron pipe;

THENCE South 02° 56' 35" East, 924.02 feet to a found 2-inch iron pipe;

THENCE South 86° 39' 29" West, 3168.42 feet to a point for corner;

THENCE North 01° 59' 19" West, 4504.28 feet to a found 1-inch iron pipe;

THENCE North 87° 19' 49" East, 1767.02 feet to a found 1/2-inch iron pipe in concrete;

THENCE North 87° 17' 16" East, 1247.89 feet to a found 1/2-inch iron pipe;

THENCE North 04° 11' 51" West, 22.44 feet to a point for corner;

THENCE North 86° 50' 31" East, 3934.28 feet to a found 3/4-inch iron pipe;

THENCE North 86° 49' 20" East, 1829.89 feet to the PLACE OF BEGINNING; containing 614.912 acres of land, more or less.

SAVE AND EXCEPT FOR an approximately 41.818 acre tract of land contained within the above described 614.912 acre tract of land, said 41.818 acre tract of land being described on Exhibit "C" attached to that certain Deed, Mineral Reservation, Easements, Covenants and Restrictions instrument dated March 19, 1984 from Michael F. and Cindy Newlin to GL Partners of record in Volume 1402, Page 702 of the Official Records of Fort Bend County, Texas.