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The State of Texas

Secretary of State

OCT. 13, 1997

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HANNOVER FOREST HOMEOWNERS ASSN.
16360 PARK TEN PLACE, STE. 310
HOUSTON TX 77084

RE:
HANNOVER FOREST HOMEOWNERS ASSOCIATION

CHARTER NUMBER 01443748-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE, OR BOTH.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

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



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Antonio O. Garza, Jr., Secretary of State

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| <p>FILED in the Office of the Secretary of State of Texas</p> <p>APR 28 1997</p> <p>Corporations Section</p> |
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ARTICLES OF INCORPORATION
OF
HANNOVER FOREST HOMEOWNERS ASSOCIATION

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

ARTICLE I

The name of the corporation is Hannover Forest Homeowners Association.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

For purpose or purposes for which said corporation is organized are for the carrying out of a civic and benevolent undertaking, namely, the promotion of property improvement and the safety, health and welfare of the residents of the Hannover Estates Subdivision, a/k/a Hannover Forest, a residential subdivision in Harris County, Texas, as may be shown on a map or maps thereof, recorded or to be recorded in the Map Records of Harris County, Texas, covering those certain tracts or parcels of land known or to be known as Hannover Estates (a/k/a Hannover Forest) Subdivision and initially containing approximately 70 acres in Harris County, Texas, said 70 acres being more specifically described in that

certain Special Warranty Deed dated October 2, 1996, from Hannover Estates, Ltd. to George Wimpey of Texas, Inc., recorded under Clerk's File Number S153276, Film Code Number 510-33-0246, Official Public Records of Real Property of Harris County, Texas, which is hereby incorporated herein by reference, and any additional residential property which may be added or annexed to the operation, control and jurisdiction of said corporation.

ARTICLE V

In the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the directors shall dispose of the property and assets of the corporation to a public body or to a nonprofit organization with the same objects and purposes for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a personal or private interest in the affairs of the corporation.

ARTICLE VI

Annexation of additional properties by the corporation, mergers and consolidations of the corporation, mortgaging of the Common Area (as defined in the recorded restrictions covering the property described in Article IV), dissolution of the corporation or amendments of the Articles of Incorporation will require the prior approval of the Housing and Urban Development/Veteran's Administration as long as there is a Class B membership in the corporation as set forth in said recorded restrictions. In addition, any amendments of the Articles of Incorporation requires

the approval of at least two-thirds (2/3rds) vote of the Lot Owners (as defined in the said restrictions).

ARTICLE VII

The corporation shall have members, all of whom shall be lot owners (one member per lot) in the Hannover Estates (a/k/a Hannover Forest) Subdivision, and any additional property as aforesaid stated. The bylaws of the corporation shall provide for the designation of classes of members, their manner of election or appointment, term of office, and the qualifications and rights of the members of each class.

ARTICLE VIII

The name of the initial registered agent is Vincent Pizzonia and the street address of the initial registered agent of the corporation is 9766 Whithorn Drive, Houston, Texas 77095.

ARTICLE IX

The number of directors constituting the initial Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

Vincent Pizzonia
9766 Whithorn Dr.
Houston, TX 77095

James Black
9766 Whithorn Dr.
Houston, TX 77095

Donna Paradoski
9766 Whithorn Dr.
Houston, TX 77095

ARTICLE X

No part of the net earnings of the corporation shall be distributed or otherwise inure to the benefit of any director of the corporation or any individual having a personal or private interest in the activities of the corporation, and the corporation

shall not engage in any activity which includes the carrying on of propaganda or otherwise attempting to influence legislation, to intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XI

In the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the directors shall dispose of the property and assets of the corporation in such manner as they, in the exercise of their absolute and uncontrolled discretion, and by majority vote, shall determine; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a personal or private interest in the affairs of the corporation or any organization which engages in any activity in which the corporation is precluded for engaging.

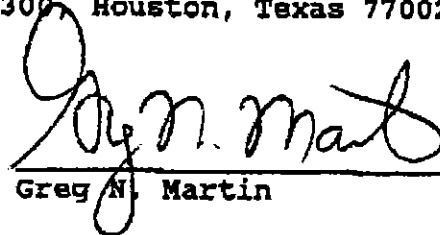
ARTICLE XII

A director of the corporation shall not 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 that this Article XII does not authorize the elimination or limitation of the liability of a director for: (1) a breach of a director's duty of loyalty to the corporation or its members; (2) an act or omission not in good faith that constitutes a breach of duty of the

directors to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

ARTICLE XIII

The name and address of the incorporator is Greg N. Martin, 1200 Smith Street, Suite 3300, Houston, Texas 77002.



Greg N. Martin



The State of Texas
Secretary of State

RECEIVED MAY 16 1997

CERTIFICATE OF INCORPORATION

OF

HANNOVER FOREST HOMEOWNERS ASSOCIATION
CHARTER NUMBER 01443748

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 APR. 28, 1997

EFFECTIVE APR. 28, 1997



A handwritten signature in black ink, appearing to read "Antonio O. Garza, Jr.", is written over a horizontal line.

Antonio O. Garza, Jr., Secretary of State

NON-PROFIT
FILING FEE - \$5.00

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH
BY A TEXAS NON-PROFIT CORPORATION

FILED
In the Office of the
Secretary of State of Texas
OCT 13 1997
Corporations Section

1. The name of the corporation is Hannover Forest Homeowners Association

2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas before filing this statement is 9766 Whithorn Drive
Houston, Texas 77095

3. The address, including street and number, to which its registered office is to be changed is 16360 Park Ten Place, Suite 310
Houston, Texas 77084

(Give new address or state "no change")

4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is Greg Martin

5. The name of its new registered agent is Crest Capitol Management, Inc

(Give new name or state "no change")

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

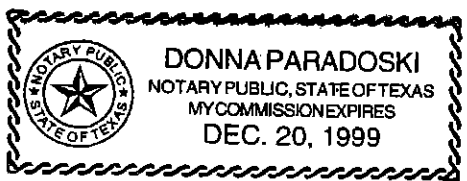
7. Such change was authorized by: (Check One)

- A. The Board of Directors.
- B. An officer of the corporation so authorized by the Board of Directors.
- C. The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Non-Profit Corporation Act.

Tom Seibel
President or Vice President

Sworn to 10-7-97
(date)

Donna Paradoski
Notary Public



County, Texas