

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

Waterstone Estates Homeowners Association, Inc.
File Number: 800871296

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a 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: 09/14/2007

Effective: 09/14/2007



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson
Secretary of State

CERTIFICATE OF FORMATION

OF

WATERSTONE ESTATES HOMEOWNERS ASSOCIATION, INC.

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation do hereby adopt the following Certificate of Formation for such corporation.

Article 1. Name. The name of the corporation is Waterstone Estates Homeowners Association, Inc. (the "Association").

Article 2. Principal Office. The initial principal office of the Association is located at 7676 Woodway, Suite 104, Houston, Texas 77063.

Article 3. Duration. The Association shall have perpetual duration.

Article 4. Applicable Statute. The corporation is organized pursuant to the provisions of Chapters 20 and 22, and the provisions of Title 1 applicable to nonprofit corporations of the *Texas Business Organizations Code*, as it may be amended (the "Act").

Article 5. Defined Terms. Capitalized terms used in this Certificate of Formation and not otherwise defined in this Certificate shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions for Waterstone Estates executed by 2006 Waterstone Estates, Ltd. and recorded or to be recorded in the Official Public Records of Real Property of Harris County, Texas, as it may be amended (the "Declaration").

Article 6. Purposes and Powers. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members.

(a) By way of explanation and not limitation, the purposes for which the Association is formed are:

(i) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws of the Association ("By-Laws"), and as provided by law; and

(ii) to provide an entity for the furtherance of the interests of the owners of the property which is subject to the Declaration (the "Properties").

(b) In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws, may be exercised by its board of directors:

(i) all of the powers conferred upon nonprofit corporations by common law and the statutes of the State of Texas in effect from time to time;

(ii) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in this Certificate, the By-Laws, or the Declaration, including, without limitation, the following:

(1) to fix and to collect assessments and other charges to be levied pursuant to the Declaration;

(2) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property as to which the Association has a right or duty to provide such services pursuant to the Declaration, By-Laws, or any covenant, easement, contract, or other legal instrument;

(3) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration, By-Laws, or other recorded covenant;

(4) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(5) to buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;

(6) to borrow money for any purpose;

(7) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;

(8) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests of such corporations, firms, or individuals;

(9) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(10) to provide any and all services to the Properties and adjacent properties as the Board of Directors may determine to be necessary or desirable to supplement the services provided by local government.

(c) The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 6 are

independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article 6. None of the objects or purposes set out above shall be construed to authorize the Association to do any act in violation of the Act, and all such objects or purposes are subject to the Act.

Article 7. Membership. The Association shall be a membership corporation without certificates or shares of stock. The Declarant, for such period as is specified in the Declaration, and each Person who is the Owner of a Tract within the Properties, shall be a member of the Association and shall be entitled to such voting rights and membership privileges as are set forth in the Declaration and the By-Laws.

Article 8. Board of Directors. The business and affairs of the Association shall be conducted, managed, and controlled by a board of directors (the "Board of Directors" or "Board"). The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

The Board of Directors shall consist of not less than three nor more than five directors, as determined in accordance with the By-Laws. The initial Board of Directors shall consist of three directors. The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until their resignation or removal, are as follows:

Keith Faseler	7676 Woodway, Suite 104, Houston, Texas 77063
Daniel Whitton	7676 Woodway, Suite 104, Houston, Texas 77063
Peter Thyen	7676 Woodway, Suite 104, Houston, Texas 77063

The number, the method of selection, removal, and filling of vacancies on the Board of Directors, and the term of office of members of the Board of Directors, shall be as set forth in the By-Laws.

Article 9. Indemnification of Directors. The Association shall indemnify its officers, directors and committee members as and to the extent required by the By-Laws. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 10. Dissolution. The Association may be dissolved only upon a resolution duly adopted by its Board of Directors and approved by the affirmative vote of two-thirds (2/3) of the members of the Association who are present in person or by proxy at a meeting of the members called for this purpose. In addition, so long as the Declarant owns any property subject to the Declaration, the written consent of the Declarant shall be required. The Association is authorized, upon its winding up, to distribute its assets in a manner other than as provided by Section 22.304 of the Act, in accordance with a plan of distribution adopted pursuant to Chapter 22 of the Act, which plan may but shall not require distribution of the remaining property of the

Association for tax-exempt purposes to an organization exempt under Section 501(c)(3), Internal Revenue Code, or described by Section 170(c)(1) or (2), Internal Revenue Code.

Article 11. Merger and Consolidation. The Association may merge or consolidate only upon a resolution duly adopted by its Board of Directors and by the affirmative vote of two-thirds (2/3) of the members of the Association who are present in person or by proxy at a meeting of the members called for this purpose. In addition, so long as the Declarant owns any property subject to the Declaration, written consent of the Declarant shall be required.

Article 12. Amendments. This Certificate of Formation may be amended only upon a resolution duly adopted by the Board of Directors and approved by the affirmative vote of members entitled to cast two-thirds (2/3) of the votes of the members of the Association who are present in person or by proxy at a meeting of the members called for this purpose. In addition, so long as the Declarant owns any property subject to the Declaration, the consent of the Declarant shall be required for any amendment of this Certificate of Formation. Written notice containing the proposed amendment or a summary of the changes to be effected by the amendment shall be given to each member entitled to vote on such amendment within the time and in the manner provided in the By-Laws for giving notice of a meeting to the members.

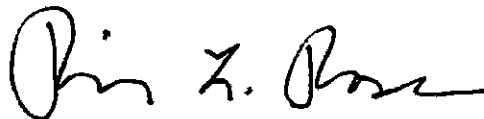
Article 13. Registered Agent and Office. The initial registered office of the Corporation is at 3 Greenway Plaza, Suite 2000, Houston, Texas 77046, and the initial registered agent at such address is Richard L. Rose.

Article 14. Effective Date. This Certificate of Formation shall become effective when filed by the Secretary of State for the State of Texas.

Article 15. Incorporator. The name and address of the incorporator are as follows:

Richard L. Rose
Coats, Rose, Yale, Ryman & Lee, P.C.
3 Greenway Plaza, Suite 2000
Houston, Texas 77046

IN WITNESS WHEREOF, the undersigned signs this document the 13th day of September, 2007 subject to the penalties imposed by law for the submission of materially false or fraudulent instrument.



Richard L. Rose, Incorporator