

ARTICLES OF INCORPORATION
OF
BRAZOS LAKES
PROPERTY OWNERS' ASSOCIATION

EILED
In the Office of the
Secretary of State of Texas
AUG 3 1999
Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under that Texas Non-Profit Corporation Act, Tex. Civ. Stat. Ann. Article 1396-1.01 et seq., as it may be amended, do hereby adopt the following Articles of Incorporation of such corporation:

ARTICLE I

NAME

The name of the corporation is BRAZOS LAKES Property Owners' Association ("Association").

ARTICLE II

NONPROFIT CORPORATION

The Association is formed as a non-stock, non-profit corporation under the provisions of the Texas Non-Profit Corporation Act, Article 1396-1.01, et seq. The Association does not contemplate pecuniary gain or profit to its Members (as defined in Article VII hereinbelow) and is organized for non-profit purposes. Upon dissolution, all of the Association's assets shall be distributed to the State of Texas, or to an organization exempt from taxes under the Internal Revenue Service code Section 501C(3).

ARTICLE III

PRINCIPAL BUSINESS ADDRESS

The mailing address of the principal business address of the Association is P. O. Box 690845, Houston, Texas 77269-0845.

ARTICLE IV

DURATION

The period of duration of the Association shall be perpetual.

ARTICLE V

PURPOSES

The purposes for which the Association is organized are as follows:

- (a) To be and constitute the Association described in the Declarations of Covenants, Conditions and Restrictions for BRAZOS LAKES, being a Subdivision of 499.639 acres of land situated in the Mark Smith Survey, A-315, the A.P. George Survey, A-754, the Charles D. Sayre Survey, A-82 and the Silas Jones Survey, A-272, Fort Bend County, Texas according to the plat os said Brazos Lakes, recorded in the office of the County Clerk of Fort Bend County, Texas on the 3rd day of November, 1998, after having been approved as provided by law, and being recorded under Clerk's File No. 9889406, in the Official Public Records of Fort Bend County, Texas (hereinafter referred to as the "Property" or the "Subdivision"); and as amended from time to time, and in any other Declaration of Covenants, Conditions and Restrictions filed for record for any additional section in the BRAZOS LAKES Development. The term Declaration, as used hereafter, means the foregoing declarations, individually or collectively, as indicated by the context.
- (b) To perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified in the Restrictions and the Bylaws (as defined in Article VI hereinbelow), and as provided by law; and
- (c) To further the interests of the owners of property subject to the Restrictions.

ARTICLE VI

BYLAWS

The Bylaws of the Association ("Bylaws") shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

ARTICLE VII

POWERS

The powers of the Association shall include and be governed by the following provisions:

- (a) The Association shall have all of the powers of a non-profit corporation under Texas law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles of Incorporation, the Bylaws, and the Restrictions, including, without limitation, the power:
 - (i) subject to the provisions set forth in the Restrictions to fix, collect, and enforce payment, by any lawful means, of assessments and other charges to be levied against the property subject to the Restrictions and to use the proceeds therefrom for the purposes set forth in the Restrictions, these Articles of Incorporation and the Bylaws;
 - (ii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Restrictions or Bylaws;
 - (iii) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Restrictions;
 - (iv) to buy or otherwise acquire, sell, dedicate for public use, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, own, 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, subject to such limitations as may be set forth in the Restrictions or Bylaws;
 - (v) to borrow money for any purpose, subject to such limitations as may be contained in the Restrictions or Bylaws;
 - (vi) to enter into, make, perform, or enforce contracts of every kind and description; and
 - (vii) To do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, association, or other entity or agency, public or private.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law, the powers specified in each of the paragraphs of these Articles of Incorporation are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of these Articles of Incorporation.

- (b) The Association shall make no distributions of income to its Members, Directors, or Officers.

ARTICLE VIII

MEMBERS

- (a) Subject to the provisions of the Restrictions, the owners of property subject to the Restrictions shall be members of the Association ("Members") and shall be entitled to vote as set forth in the Restrictions and Bylaws.
- (b) Change of membership in the Association shall be established by recording in the Official Public Records of Real Property of Montgomery County, Texas, a deed or other instrument establishing record title to real property subject to the Restrictions. Upon such recordation, the owner designated by such instrument shall become a Member of the Association and the membership of the prior owner shall be terminated.
- (c) A Member's privileges and rights in the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of property owned by such Member.

ARTICLE IX

BOARD OF DIRECTORS

- (a) The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors shall be provided in the Bylaws. The initial Board of Directors shall consist of three persons. The number of directors may be increased or

by amendment of the Bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

Thomas E. Lipar	6870 FM 1488 Magnolia, Texas 77354
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Patricia M. Thomas	6870 FM 1488 Magnolia, Texas 77354
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Rick Gaul	6870 FM 1488 Magnolia, Texas 77354
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- (b) The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be set forth in the Bylaws.
- (c) The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

ARTICLE X

LIABILITY OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

To the fullest extent that Texas law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no director, officer or committee member of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer or committee member of the Association for or with respect to any acts or omissions of such director, officer, or committee member occurring prior to such amendment or repeal.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of the Association is:

Thomas E. Lipar	6870 FM 1488 Magnolia, TX 77354
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ARTICLE XII

REGISTERED AGENT AND OFFICE


The Association hereby appoints Susan L. McKirahan, C.K.M. Property Management, Inc., as its lawful registered agent upon whom all notices and processes, including service of summons, may be served, and which when served, shall be lawful, personal service upon the Association. The registered office of the Association for service of process is:

Susan L. McKirahan
C.K.M. Property Management, Inc.
8030 Durklyn
Houston, Texas 77070

Corporate Mailing Address:
P. O. Box 690845
Houston, Texas 77269-0845

The Board of the Association may, at any time, appoint another agent for such purpose and the filling of such appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16 day of July, 1999.

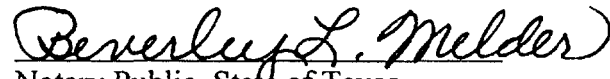

Thomas E. Lipar, Incorporator

ACKNOWLEDGEMENT

STATE OF TEXAS)(

COUNTY OF FORT BEND)(

This instrument was acknowledged before me on this the 16 day of July, 1999, by Thomas E. Lipar.


Notary Public, State of Texas

