

**ARTICLES OF INCORPORATION
OF
EAGLE SPRINGS COMMUNITY ASSOCIATION, INC.**

FILED
In the Office of the
Secretary of State of Texas

APR 25 2001

Corporations Section

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, Article 1396-1.01, et seq., as it may be amended, do hereby adopt the following Articles of Incorporation for such corporation:

Article 1. Name. The name of the corporation is Eagle Springs Community Association, Inc. ("Corporation" or "Association").

Article 2. Duration. The Corporation shall have perpetual duration.

Article 3. Applicable Statute. The Corporation is a non-profit corporation organized pursuant to the provisions of the Texas Non-Profit Corporation Act, Article 1396-1.01, et seq.

Article 4. Purposes and Powers. The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members.

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

(i) to be and constitute the Association to which reference is made in the Declaration of Protective Covenants for Eagle Springs, recorded, or to be recorded, in the Office of the County Clerk of Harris County, Texas, as it may be amended from time to time (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 Bylaws of Eagle Springs Community Association, Inc. ("Bylaws"), and as provided by law; and

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

(b) In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or Bylaws, may be exercised by the Board of Directors:

(i) all of the powers conferred upon non-profit 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 these Articles of Incorporation, the Bylaws or the Declaration, including, without limitation, the following:

(A) to fix, levy, and collect assessments and other charges to be levied against the property subject to the Declaration and to enforce payment thereof by any lawful means;

(B) to manage, control, operate, maintain, preserve, repair and improve property subject to the Declaration or any other property for which the Corporation by rule, regulation, declaration or contract has a right or duty to provide such services;

(C) to enforce covenants, conditions or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Declaration or Bylaws;

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

(E) 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 Corporation, which shall include the power to foreclose its lien on any property subject to the Declaration by judicial or non-judicial means;

(F) to borrow money for any purpose, subject to such limitations as may be contained in the Bylaws;

(G) 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 Corporation, with or in association with any other association, corporation or other entity or agency, public or private;

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

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

(J) to provide or contract for services benefiting the property subject to the Declaration, including, without limitation, garbage removal and any and all supplemental municipal services as may be necessary or desirable.

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; provided none of the objects or purposes herein set out shall be construed to authorize the Corporation to do any act in violation of the Texas Non-Profit Corporation Act, and all such objects or purposes are subject to said Act.

The powers specified in each of the paragraphs of this Article 4 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 4.

Article 5. Definitions. All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

Article 6. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All Owners (as defined in the Declaration), by virtue of their ownership of Units subject to the Declaration, are members of the Association. The members shall be divided into classes and entitled to vote in accordance with the Bylaws.

Article 7. Board of Directors. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of no less than three (3) and no more than five (5) members. The initial Board of Directors shall consist of the following three (3) members:

Cynthia A. Keefe
4025 South Mason Road
Katy, Texas 77450

Peter C. Houghton
4025 South Mason Road
Katy, Texas 77450

Mark L. Hardy
4025 South Mason Road
Katy, Texas 77450

The method of election, term of office, removal and filling of vacancies shall be as set forth in the Bylaws.

Article 8. Liability of Directors. To the fullest extent permitted by Texas statutes, as the same exist or as they may hereafter be amended (but, in the case of such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director of the Corporation shall not be personally liable to the Corporation for monetary damages for an act or omission in the director's capacity as a director. Any repeal or amendment of this Article by the Corporation shall be prospective only and shall not adversely offset any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

Article 9. Dissolution. The Corporation may be dissolved only as provided by the Bylaws and by the laws of the State of Texas. Any dissolution shall be subject to the terms of Article 11 hereof, if applicable.

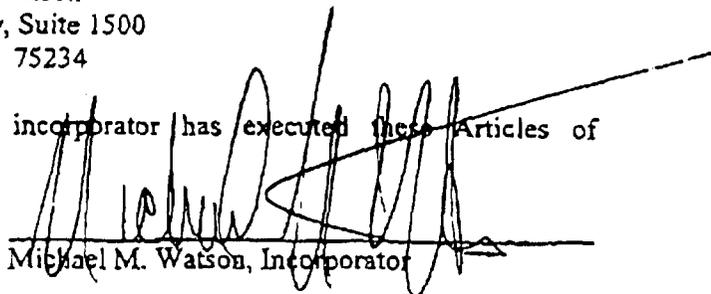
Article 10. Amendments. Subject to the provisions of the Texas Non-Profit Corporation Act, these Articles of Incorporation may be amended as set forth in the Declaration or Bylaws.

Article 11. Registered Agent and Office. The initial registered office of the Corporation is 350 North St. Paul Street, Suite 2900, Dallas, Texas 75201, and the initial registered agent at such address is CT Corporation System.

Article 12. Incorporator. The name and address of the incorporator are as follows:

Michael M. Watson
3030 LBJ Freeway, Suite 1500
Dallas, Texas 75234

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24th day of April, 2001.


Michael M. Watson, Incorporator