



Office of the Secretary of State

**CERTIFICATE OF INCORPORATION
OF**

Oak Landing Homeowners Association
Filing Number: 800296733

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 01/26/2004

Effective: 01/26/2004



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State



Office of the Secretary of State

January 27, 2004

Baker Botts L.L.P.
1500 San Jacinto Center, 98 San Jacinto Blvd
Austin, TX 78701 USA

RE: Oak Landing Homeowners Association
File Number: 800296733

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax_help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure

JAN 26 2004

Corporations Section

ARTICLES OF INCORPORATION
OF
OAK LANDING 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 Oak Landing 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 Oak Landing Subdivision, 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 Oak Landing Subdivision and initially containing the acres within Oak Landing, Section One (1), according to the map or plat thereof,

to be recorded in the Map Records of Harris County, Texas, and any additional residential property which may be added or annexed to the operation, control and jurisdiction of said corporation.

ARTICLE V

The corporation shall have all 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, the Bylaws, or the Declaration(s) of Covenants, Conditions and Restrictions (collectively the "Declaration"), including, without limitation, the power:

- (i) to fix, collect, and enforce payment, by any lawful means, of assessments, special assessments, initiation fees, and other charges to be levied against the Lots;
- (ii) to manage, control, operate, maintain, repair and improve property in the Subdivision, subject to the Declaration and any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;
- (iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
- (iv) to engage in activities which will actively foster, promote, and advance the common interests of all Owners of Lots subject to the Declaration;

- (v) 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 Declaration or Bylaws;
- (vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration or Bylaws;
- (vii) 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, as said purpose is set forth in the Declaration, with or in association with any other association, corporation, or other entity or agency, public or private; and
- (viii) 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.

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 this Article are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article.

ARTICLE VI

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 VII

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/Veterans 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 VIII

The corporation shall have members, all of whom shall be lot owners (one member per lot) in the Oak Landing 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 IX

The name of the initial registered agent is Bill Ulrich, and the street address of the initial registered agent of the corporation is 9807 Whithorn Drive, Houston, Texas 77095.

ARTICLE X

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:

James Black
9807 Whithorn Dr.
Houston, TX 77095

Bill Ulrich
9807 Whithorn Dr.
Houston, TX 77095

Scott Teeter
9807 Whithorn Dr.
Houston, TX 77095

ARTICLE XI

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 XII

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,

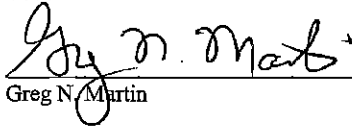
and by majority vote, shall determine; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a personal or private interest in the affairs of the corporation or any organization which engages in any activity in which the corporation is precluded from engaging.

ARTICLE XIII

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 XIII 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 XIV

The name and address of the incorporator is Greg N. Martin, One Shell Plaza, 910 Louisiana, Suite 3123, Houston, TX 77002-4995.



Greg N. Martin