

ARTICLES OF INCORPORATION

JUN 24 1996

OF

SIENNA POINT HOMEOWNERS ASSOCIATION, INC. Corporations Section

I, the undersigned, a natural person of the age of eighteen (18) years or more and a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is Sienna Point Homeowners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE TWO

The principal office of the Association is located at 800 First City Tower, 1001 Fannin, Houston, Texas 77002.

ARTICLE THREE

The Association is a non-profit corporation.

ARTICLE FOUR

The period of duration of the Association is perpetual.

ARTICLE FIVE

The post office address of the initial registered office of the Association is 800 First City Tower, 1001 Fannin Street, Houston, Texas 77002, and the name of its initial registered agent at such address is Richard L. Rose.

ARTICLE SIX

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the protection, maintenance, preservation and architectural control of the properties within the Sienna Plantation project platted and to be platted as Sienna Point, a subdivision or subdivisions of land in Fort Bend County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of the Association, and, for these purposes, to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Sienna Point, Section One (hereinafter called the "Declaration"), applicable to the property above described and recorded or to be recorded in the Office of the County Clerk of Fort Bend County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

members. The vote for such Lot shall be exercised as they among themselves determine and advise the Secretary of the Association in writing. In the absence of such advice, the vote for such Lot shall be suspended if more than one Owner seeks to exercise it.

ARTICLE NINE

The affairs of the Association shall be managed by a Board of Directors (the "Board") composed of three (3) individuals, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the first annual meeting or until the election of their successors are:

- (1) Eugene E. Arensberg, Jr.
2919 Lakefield Way
Sugar Land, Texas 77479
- (2) Steven S. Poston
#424, 15700 Lexington
Sugar Land, Texas 77478
- (3) Donald M. Buntin
#29, 12625 Memorial Drive
Houston, Texas 77024

All of the members of Board of Directors shall initially be appointed by the Declarant until the earlier of (i) the date specified by Declarant in a recorded instrument releasing its right to appoint the members of the Board, or (ii) the date on which Declarant no longer owns a majority of the Lots (as defined in the Declaration) within the jurisdiction of the Association. At a meeting of the members held immediately thereafter, the members shall elect three (3) Directors, one (1) Director to serve for a

term ending on the date of the next annual meeting of the members, one Director for a term ending on the second annual meeting of the members thereafter, and the third Director to serve for a term ending on the date of the third annual meeting of the members thereafter. At each annual meeting thereafter, the members shall elect one (1) Director to serve for a term of three years.

ARTICLE TEN

The Association may be dissolved with the assent given in writing and signed by not less than the Owners of two-thirds (2/3's) of the Lots within the jurisdiction of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE ELEVEN

Amendments of these Articles shall require the assent of the Owners of two-thirds (2/3's) of the Lots within the jurisdiction of the Association.

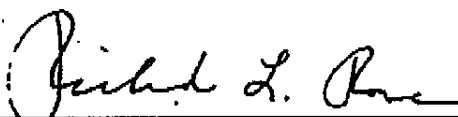
ARTICLE TWELVE

The name and address of the incorporator is:

Richard L. Rose

800 First City Tower
1001 Fannin
Houston, Texas 77002

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, being the incorporator of the Association, have executed these Articles of Incorporation this 20th day of June, 1996.



Richard L. Rose

AS PER ORIGINAL

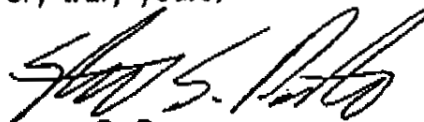
July 13, 1997
~~June 26, 1996~~

Sienna Point Homeowners
Association, Inc.
c/o Eugene E. Arensberg, Jr.
2919 Lakefield Way
Sugar Land, Texas 77479

Gentlemen:

I hereby resign as a director of Sienna Point Homeowners Association, Inc.

Very truly yours,



Steven S. Poston

INSTRUMENT TO RECORD DEDICATORY INSTRUMENTS

This Instrument is being recorded by Sienna Point Homeowners Association, Inc., a Texas nonprofit corporation (the "Association") pursuant to Section 202.006 of the Texas Property Code.

Section 202.006 of the Texas Property Code requires a property owners' association to record each dedicatory instrument in the real property records of the County in which the property to which the dedicatory instrument relates is located, if such instrument has not previously been recorded; and

Restrictive covenants and other matters concerning the encumbered property and/or Association are set forth in the previously recorded dedicatory instruments described hereinbelow. The previously recorded dedicatory instruments described hereinbelow may not include all the dedicatory instruments previously recorded with regard to the encumbered property and/or the Association.

Document
Declaration of Covenants, Conditions and Restrictions

Fort Bend County Clerk's File No.
9566678

The Association is currently subject to the following additional dedicatory instruments which have not been previously recorded, to-wit:

1. Articles of Incorporation; and
2. By-laws.

Pursuant to Section 202.006 of the Texas Property Code, the Association does hereby record such additional dedicatory instruments, copies of which are attached hereto. Each dedicatory instrument attached hereto is subject to amendment pursuant to the amendatory procedures applicable thereto.

Executed on the 20th day of December, 1999.

Sienna Point Homeowners Association, Inc., acting
by and through its managing agent, Planned
Community Management, Inc.



Diana Barak, Vice President

290148.1 LTB 122103-02 12/27/99


STATE OF TEXAS

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COUNTY OF HARRIS

This instrument was acknowledged before me on December 28th, 1999 by Diana Barak, Vice President for Planned Community Management, Inc. managing agent for Sienna Point Homeowners Association, Inc., a Texas nonprofit corporation, on behalf of said corporation.

NOTARY SEAL IS MISSING



Notary Public, State of Texas

WHEN RECORDED RETURN TO:
Robert T. Alexander
P. O. Box 4547
Houston, TX 77210-4547