

FILED  
in the Office of the  
Secretary of State of Texas

ARTICLES OF INCORPORATION

SEP 10 1992

OF

Corporations Section

OAK BLUFF ESTATES, PHASE 2 SUBDIVISION,  
COMMUNITY IMPROVEMENT ASSOCIATION

I, the undersigned natural person of the age of eighteen years or more, 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 I

The name of the corporation is Oak Bluff Estates, Phase 2 Subdivision, Community Improvement Association.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The exclusive purpose for which the corporation is organized is the management, maintenance and care of the residential properties that are subject to the Amended and Restated Declaration of Covenants, Conditions, and Restrictions ("Declaration") recorded in Volume 1684, Page 450, of the Official Records of Williamson County, Texas, including any addition to those properties which may be brought within the jurisdiction of the corporation. The corporation may transact any or all lawful business necessary and appropriate to carry out the purpose of the corporation.

#### ARTICLE V

The membership of the corporation shall be made up of all the Lot Owners (as those terms are defined in the Declaration). Any person or entity acquiring such an ownership interest in a Lot shall automatically become a member of the corporation, and such membership shall be appurtenant to, and shall run with, the ownership interest in the Lot. Each Lot shall entitle the Owners thereof to one membership. Multiple Owners of one Lot shall collectively be considered one member. Persons or entities who are Owners of multiple Lots shall be considered one member for each Lot owned, such that one person or entity may have more than one membership. Persons or entities holding an interest in a Lot merely as security for performance of an obligation shall not be members of the corporation. Membership may not be severed from or in any way transferred, pledged, mortgaged or alienated except together with the title to the Lot, and then only to the transferee of title to said lot. Any attempt to make a prohibited severance, transfer, pledge, mortgage or alienation shall be void.

#### ARTICLE VI

The street address of the corporation's initial registered office is 13401 North Freeway, Suite 204, Houston, Texas 77060.

The name of its initial registered agent at such address is Jerry Torgesen.

#### ARTICLE VII

The number of Directors constituting the initial Board of Directors is three.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of the members or until their successors be elected and qualify are as follows:

Jerry Torgesen  
13401 North Freeway  
Suite 204  
Houston, Texas 77060

Brad Dill  
13401 North Freeway  
Suite 204  
Houston, Texas 77060

Craig Johnson  
13401 North Freeway  
Suite 204  
Houston, Texas 77060

ARTICLE VIII

The name and address of the incorporator is as follows:

Alice L. King  
700 Lavaca Street, Suite 800  
Austin, Texas 78701

ARTICLE IX

No director of the corporation shall 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 for liability of a director for (i) a breach of a director's duty of loyalty to the corporation or its members, (ii) 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, (iii) 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 (iv) an act or omission for which the liability of a director is expressly provided for by an applicable statute. If the Texas Non-Profit Corporation Act, the Texas

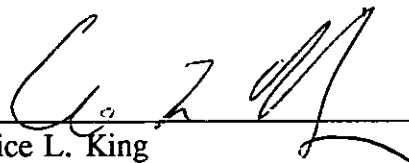
Miscellaneous Corporation Laws Act, or other applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Texas Non-Profit Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended.

Any repeal or modification of the foregoing paragraph by the members shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

ARTICLE X

With respect to any matter for which the affirmative vote of the members is required by the Texas Non-Profit Corporation Act, the act of the members on that matter shall be the affirmative vote of a majority of the members, rather than the affirmative vote otherwise required by the Texas Non-Profit Corporation Act.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of September, 1992.

  
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Alice L. King