

OCT 28 2004

**ARTICLES OF INCORPORATION**  
*of*  
**PARK LAKES PROPERTY OWNERS ASSOCIATION, INC.**

Corporations Section

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I, the undersigned natural persons of the age of eighteen (18) 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 ONE**  
**NAME**

The name of the corporation is PARK LAKES PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE TWO**  
**NON-PROFIT CORPORATION**

The corporation is a nonprofit corporation.

**ARTICLE THREE**  
**DURATION**

The period of its duration is perpetual.

**ARTICLE FOUR**  
**PURPOSES**

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

(1) The specific and primary purpose for which this corporation is organized is to govern the affairs of that certain property to be known as Canyon Gate at Park Lakes, Section One (1) and Canyon Village at Park Lakes, Section One (1) both Harris County subdivisions according to the maps or plats thereof recorded in the Map Records of Harris County, Texas and any other subdivisions brought within the jurisdiction of the corporation (the "Property"). IT SHALL NOT BE ONE OF THE PURPOSES OF THE CORPORATION TO PROVIDE SECURITY TO THE RESIDENTS OF THE PROPERTY OR THEIR GUESTS AND INVITEES. NEITHER LAND TEJAS PARK LAKES EAST, LTD., A TEXAS LIMITED PARTNERSHIP AND CW-LT I DEVELOPMENT, L.P., A TEXAS LIMITED PARTNERSHIP THEIR SUCCESSORS, ASSIGNS, BENEFICIARIES OR PARTNERS OR THE DEVELOPER OF ANY ADDITIONAL PROPERTY BROUGHT WITHIN THE JURISDICTION OF THE CORPORATION (THE "DEVELOPER"), THE CORPORATION, ITS BOARD, NOR ITS OFFICERS, DIRECTORS OR ITS AGENTS SHALL EVER IN ANY WAY, BE CONSIDERED INSURERS OR GUARANTORS OF SECURITY WITHIN THE PROPERTY NOR SHALL THEY BE LIABLE FOR ANY

LOSS OR DAMAGE BY REASON OR ALLEGED FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN, IF ANY.

(2) The general powers of the corporation are:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain instrument entitled the "Declaration of Covenants, Conditions and Restrictions Canyon Gate at Park Lakes, Section One and Canyon Village at Park Lakes, Section One (1) Subdivisions in Harris County, Texas" and as the same may be amended or supplemented from time to time as therein provided, as well as the restrictive covenants of any other subdivisions brought within the jurisdiction of the corporation (the "Declaration");

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

(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 corporation;

(d) borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

(3) Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (1) of this Article Four, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except on dissolution and winding up.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

**ARTICLE FIVE**  
**MEMBERSHIP**

Each Owner, whether one Person or more of a Lot shall, upon and by virtue of becoming such Owner, automatically become and shall remain a Member of the Association until ownership of the Lot ceases for any reason, at which time the membership in the Association shall also automatically cease. Membership in the Association shall be appurtenant to and shall automatically follow the ownership of each Lot and may not be separated from such ownership.

**ARTICLE SIX**  
**VOTING RIGHTS**

The Corporation shall have two classes of voting membership:

- **Class A.** Class A members shall be all Owners, with the exception of Developer, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. Holders of future interests not entitled to present possession shall not be considered as Owners for the purposes of voting hereunder.
- **Class B.** The Class B member(s) shall be Developer, or its successors or assigns so designated in writing by the Developer, and shall be entitled to seven (7) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership the later of: (a) the last vacant Lot in the Property is sold to an Owner, other than the Developer or a Builder, or; (b) December 31, 2020. Developer may also end the Class B Membership in the corporation at any time (also referred to as the Developer Control Period in the Declaration) by written notice to the Board of Directors of the corporation of Developer's decision to end the Developer Control Period.

**ARTICLE SEVEN**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 1616 S. Voss Road, Suite 500, Houston, Texas 77057, and the name of its initial registered agent at such address is Roy D. Hailey.

**ARTICLE EIGHT**  
**BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of three (3) Directors, who need not be members of the corporation. The number of directors may be changed by amendment of the By-Laws of the corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Al Brende	2450 Fondren Road, Suite 210 Houston, Texas 77063
Linda Houston	2450 Fondren Road, Suite 210 Houston, Texas 77063
B.J. Weidenfeld	2450 Fondren Road, Suite 210 Houston, Texas 77063

**ARTICLE NINE**  
**INCORPORATOR**

The name and street address of the incorporator is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Roy D. Hailey	1616 S. Voss Road, Suite 500 Houston, Texas 77057

**ARTICLE TEN**  
**DISSOLUTION**

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

**ARTICLE ELEVEN**  
**DURATION**

The corporation shall exist perpetually.

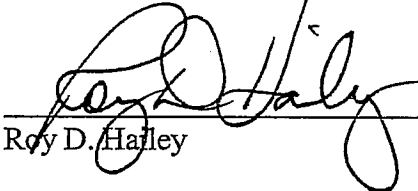
**ARTICLE TWELVE**  
**AMENDMENTS**

Amendment of these Articles shall require the assent of two thirds (2/3rds) of both classes of the members of the Association (as long as there are Class B members), who are in good standing and entitled to vote and are in attendance (either in person or by proxy) at a meeting of the members called for such purpose.

**ARTICLE THIRTEEN**  
**INDEMNIFICATION**

The Association shall indemnify any director or former director, officer or former officer of the Association to the fullest extent allowed by the Texas Non-Profit Corporation Act.

IN WITNESS WHEREOF, we have hereunto set our hand, this 27<sup>th</sup> day of October, 2004.

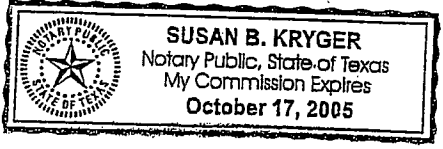
By: Roy D. Hailey  


THE STATE OF TEXAS    §  
                                  §  
COUNTY OF HARRIS    §

This instrument was executed before me on this 27<sup>th</sup> day of October, 2004 by Roy D. Hailey for the purposes and consideration expressed therein.

Susan B. Kryger  
Notary Public in and for the State of Texas

96390





## Office of the Secretary of State

October 29, 2004

Butler & Hailey  
1616 South Voss, Suite 500  
Houston, TX 77057 USA

RE: PARK LAKES PROPERTY OWNERS ASSOCIATION, INC.  
File Number: 800407650

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](mailto: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



## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

PARK LAKES PROPERTY OWNERS ASSOCIATION, INC.

Filing Number: 800407650

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: 10/28/2004

Effective: 10/28/2004



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

Geoffrey S. Connor  
Secretary of State