

Filed in the Office of the
Secretary of State of Texas
This 18 day March 1973
By E. Valdez
Administrative Assistant

ARTICLES OF INCORPORATION
OF

COUNTRYSIDE HOMEOWNER ASSOCIATION, INC.

We, the undersigned natural persons of the age of twenty-one years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

NAME

The name of the corporation is COUNTRYSIDE HOMEOWNER ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II.

TYPE OF CORPORATION

The Association is a non-profit corporation and has no capital stock.

ARTICLE III.

DURATION

The period of duration is perpetual.

ARTICLE IV.

PURPOSES AND POWERS

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and common area within that certain real property described in that certain Declaration of Covenants, Conditions and Restrictions of COUNTRYSIDE, a subdivision in Galveston County, Texas (hereinafter called "said Declaration"), and such additional properties as may be added thereto from time to time by annexation or otherwise as provided in said Declaration and in these Articles and to promote the health, safety and welfare of the residents within such properties and for these purposes the Association shall have the following powers,

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in said Declaration 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) To fix, levy and collect (enforcing payment by any lawful means) all charges and assessments pursuant to the terms of said Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease 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) To borrow money, and with the assent of two-thirds (2/3) of each class of members to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of the affairs and business of the Association and

(f) To do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and 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.

ARTICLE V.

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject, by covenants of record, to assessment by the Association including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification of membership.

The By-Laws of the Association may provide for suspension of membership for failure to pay assessments and for violation of the Rules and Regulations established by the Board of Directors.

ARTICLE VI.

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all those Owners as defined in Article V with the exception of the Declarant. Each lot owned by a Class A member or members shall be allowed one vote for each lot which vote may be cast by the owner or co-owner of that lot but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B members shall be the Declarant (as defined in the Declaration) and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership;
equal the total votes outstanding in the Class B membership
or
- (b) January 1, 1986;

provided, however, that the Class B membership shall be reinstated upon annexation to the properties of any additional residential property and/or common area, but subject to further cessation in accordance with the limitations set forth in the preceding paragraphs (a) and (b) of this Article VI, whichever occurs first.

ARTICLE VII.

AGENT AND OFFICES

13600 Murphy Road, Stafford, Texas 77477 and J. B. Lewis at such address constitute the initial registered office and agent, respectively, of the Association. The principal office of the Association is located at 13600 Murphy Road, Stafford, Texas.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of five (5) directors.

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 serve until the election of their successors are:

Ray Frizzell	13600 Murphy Road, Stafford, Texas
Jeffrey B. Lewis	13600 Murphy Road, Stafford, Texas
Lloyd Potts	13600 Murphy Road, Stafford, Texas
Gary Hannon	13600 Murphy Road, Stafford, Texas
Roger Fiehn	13600 Murphy Road, Stafford, Texas

At the first annual meeting the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years, and two (2) directors for a term of three (3) years; and at each annual meeting thereafter the members shall elect the director(s) for a term of three (3) years to fill each expiring term.

ARTICLE IX

MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of voting membership; all subject, however, to the provisions relating to annexation as set forth in said Declaration.

ARTICLE X.

AUTHORITY TO MORTGAGE

After same has been conveyed to the Association, any mortgage by the Association of the common area defined in said Declaration shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any.

ARTICLE XI.

AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the common area (after same has been conveyed to it) to any public agency, authority or utility, for such purposes and subject to such conditions as may be agreed to by

the members. No such dedication or transfer may be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE XII.

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XIII.

MEETINGS FOR ACTIONS GOVERNED BY ARTICLES IX THROUGH XII

In order to take actions under Articles IX through XII, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members not less than thirty (30) days nor more than fifty (50) days in advance of the meeting. The presence of members or of proxies entitled to cast two-thirds (2/3) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than fifty (50) days following the preceding meeting. In the event that action is taken at such subsequent meeting at which the required quorum is less than two-thirds (2/3) of the members entitled to cast the votes in each class, the written consent to any action under Articles IX through XII must be obtained from not less than two-thirds (2/3) of all

Special to mortgage, transfer, sell, dissolve
Amended
11/7/9

Quorum

members entitled to cast the votes in each class subsequent to such meeting.

ARTICLE XIV

AMENDMENTS

Amendments of these Articles shall require the assent of three-quarters (3/4) of the entire membership.

ARTICLE XV

FHA/VA APPROVAL

As long as there is a Class B membership the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration:

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of common area, dissolution and amendment of these Articles.

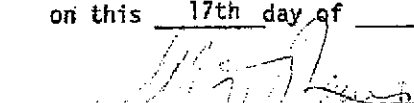
ARTICLE XVI

INCORPORATORS


The names and addresses of the incorporators are:

JEFFRY B. LEWIS	13600 Murphy Road, Stafford, Texas
EDMUND K. FURLEY	13600 Murphy Road, Stafford, Texas
GARY J. HANNON	13600 Murphy Road, Stafford, Texas

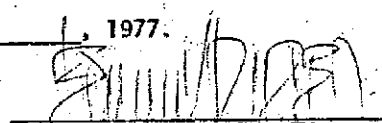
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 17th day of March, 1977.



 JEFFRY B. LEWIS



 GARY J. HANNON

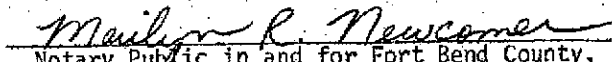


 EDMUND K. FURLEY

THE STATE OF TEXAS |
COUNTY OF FORT BEND |

I, the undersigned authority, a Notary Public in and for said County and State, do hereby certify that on this 17th day of March, 1977, personally appeared before me JEFFRY B. LEWIS, EDMUND K. FURLEY, AND GARY J. HANNON who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

IN WITNESS WHERE OF, I have hereunto set my hand and seal the day and year above written.



 Notary Public in and for Fort Bend County,
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