



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this Office:

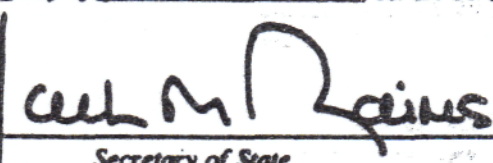
CIMARRON COMMUNITY IMPROVEMENT ASSOCIATION, INC.

Articles of Incorporation	November 14, 1975
Change of Registered Office or Registered Agent	June 26, 1981
Change of Registered Office or Registered Agent	April 10, 1984
Change of Registered Office or Registered Agent	September 23, 1986



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

20th day of January, A. D. 19 88


Secretary of State

dem

ARTICLES OF INCORPORATION

CIMARRON COMMUNITY IMPROVEMENT ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

NOV 14 1975

In compliance with the requirements of the Texas Non-Profit Corporation Act, the undersigned, all of whom are residents of the state of Texas and are of twenty-one (21) years of age or more, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Cimarron Community Improvement Association, Inc. hereafter called the "Association".

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The street address of the initial registered office of the Association is 1929 Allen Parkway, Houston, Texas, 77001.

ARTICLE IV

G. R. Narren whose address is 1929 Allen Parkway, Houston, Texas, is hereby appointed the initial registered agent of this Association.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This 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 maintenance, preservation and architectural control of the residence lots and Common Area within Cimarron, a subdivision in Harris County, Texas, according to the map or plat thereof recorded in Volume 226 Page 25, Map Records of Harris County, Texas, or any other areas created by the recording of additional plats by the developer; and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose 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, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Harris County Clerk and as the same may be amended from time to time herein provided, said Declaration being incorporated herein as if set forth at length;

(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 Association, including all licenses, taxes or 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, subject to Part Four, Texas Miscellaneous Corporation laws, Act;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members 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 and transfer all or any part of the Common Area 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 shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; provided, however, the annexation of residential property falling within the description of Article IV shall be accomplished as the property becomes developed and will not require the assent of two-thirds (2/3) of each class of members;

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

ARTICLE VI

MEMBERSHIP

Every person or entity who is 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.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one 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 vote be cast with respect to any Lot.

Class B. The Class B member(s) 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) on January 1st, 19 75.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three(3) 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 act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
G. R. Nerren	1929 Allen Parkway Houston, Texas
B. G. Butler	1929 Allen Parkway Houston, Texas
J. R. Gamble	1929 Allen Parkway Houston, Texas

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds(2/3) of each class of members. 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 this Association 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 X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

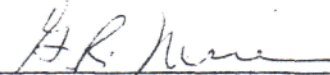
Amendment of these Articles shall require the assent of 75 per cent(75%) of the entire membership.

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval from 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.

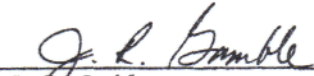
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the state of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 12th day of August, 19 75.



G. R. Nerren



B. G. Butler



J. E. Gamble

THE STATE OF TEXAS }

COUNTY OF HARRIS }

I, Ellen C. Griffin, a Notary Public in and for Harris County, do hereby certify on this 12th day of August, 1975, personally appeared before me, G. R. Nerren, B. G. Butler and J. R. Gamble, who each being by me first duly sworn severally declared that they are the persons who signed the foregoing documents as incorporators, and that the statements therein contained are true.

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

Ellen C. Griffin
Notary Public in and for
Harris County, T E X A S

STATEMENT OF CHANGE OF REGISTERED AGENT
CIMARRON COMMUNITY IMPROVEMENT ASSOCIATION, INC.

FILED
In the Office of
Secretary of State of Texas
JUN 26 1981

TO THE SECRETARY OF STATE
OF THE STATE OF TEXAS:

CLERK II H
Corporation Division

Pursuant to the provisions of Article 8.08 of the Texas Non-Profit Corporation Act, the undersigned corporation, organized under the laws of the State of Texas submits the following statement for the purpose of changing its registered agent in the State of Texas:

1. The name of the corporation is CIMARRON COMMUNITY IMPROVEMENT ASSOCIATION, INC.
2. The street address of its registered office is 1929 Allen Parkway, Houston, Texas 77019.
3. The name of its present registered agent is J. R. NERREN.
4. The name of its successor registered agent is W. W. BARNHILL.
5. The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Dated, October 24, 1980.

CIMARRON COMMUNITY IMPROVEMENT
ASSOCIATION, INC.

By: Weldon W. Barnhill
(Name) WELDON W. BARNHILL JR
(Capacity) President

THE STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Weldon W. Barnhill Jr, President of CIMARRON COMMUNITY IMPROVEMENT ASSOCIATION, INC. known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, as the act and deed of said corporation and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 24th day of October, 1980.

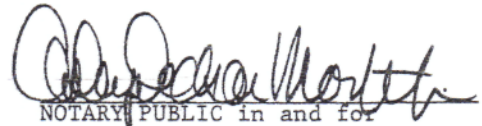
Linda J. Howell
Notary Public in and for
The State of T e x a s
LINDA F. HOWELL
COMM. EXPIRES: 3/13/84

THE STATE OF TEXAS §
COUNTY OF HARRIS §

I, the undersigned NOTARY PUBLIC, hereby certify that on the 24th day of OCTOBER, 1980, personally appeared before me WELDON W. BARNHILL, JR., who being by me first duly sworn, declared that he is the person who signed the foregoing document and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 24th day of OCTOBER, 1980.




NOTARY PUBLIC in and for
Harris County, T E X A S

STATEMENT OF CHANGE OF REGISTERED

OFFICE OR REGISTERED AGENT, OR BOTH.

BY A TEXAS DOMESTIC CORPORATION

FILED
In the Office of the
Secretary of State of Texas

APR 10 1984

OFFICE
Corporations Section

1. The name of the corporation is Cimarron Community Improvement Association, Incorporated
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 1929 Allen Parkway, Houston, Texas 77019
3. The address, including street and number, to which its registered office is to be changed is 1102 Copper Creek, Katy, TX 77450
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is W. W. Barnhill
5. The name of its new registered agent is Leroy Johnson, Jr.
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

Leroy Johnson Jr
President or Vice President

Sworn to Feb. 23, 1984
(date)

Vicki Adams
Notary Public

Harris County, Texas

STATEMENT OF CHANGE OF REGISTERED
OFFICE OR REGISTERED AGENT OR BOTH
BY A TEXAS DOMESTIC CORPORATION

FILED
In the Office of the
Secretary of State of Texas

SEP 23 1986

CLERK
CORPORATION DIVISION

1. The name of the corporation Cimarron Community Improvement Association, Inc.
2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas prior to filing this statement is 1102 Copper Creek, Katy, Texas 77450
3. The address, including street and number, to which its registered office is to be changed is 777 N. Eldridge, Suite 470, Houston, TX 77079
(Give new address or state "no change")
4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, prior to filing this statement is Leroy Johnson, Jr.
5. The name of its new registered agent is Jeff Schlafer
(Give new name or state "no change")
6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
7. Such change was authorized by its board of directors.

Jeffery G. Schlafer
President or Vice President

Sworn to August 26, 1986
(date)

[Signature]
Notary Public

County, Texas

PHILIP OCHOA
Notary Public, State of Texas
My Commission Expires 12-5-86