



The State of Texas
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION
OF
TWIN OAKS VILLAGE COMMUNITY ASSOCIATION, INC.
FILE NUMBER 01605798-01

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Incorporation for the above named corporation have been received in this office and are 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 corporate 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: November 29, 2000
Effective: November 29, 2000



Henry Cuellar
Secretary of State

2001002711

INSTRUMENT TO RECORD DEDICATORY INSTRUMENTS

This Instrument is being recorded by Twin Oaks Village Community Association, Inc., a Texas non-profit 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 Twin Oaks Village Subdivision are set forth in the Declaration of Covenants, Conditions and Restrictions of Twin Oaks Village, Section One, dated October 20, 2000, and recorded in the Real Property Records of Fort Bend County, Texas under County Clerk's File No. 2000095579 and the Certificate of Corporate Resolutions of the Board of Directors of the Twin Oaks Village Community Association, Inc., dated November 29, 2000, and recorded in the Real Property Records of Fort Bend County, Texas under County Clerk's File No. 2000103839.

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

1. Articles of Incorporation of Twin Oaks Village Community Association, Inc.
2. Bylaws of Twin Oaks Village Community Association, Inc.

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 in the order set forth hereinabove. Each dedicatory instrument attached hereto is subject to amendment pursuant to the amendatory procedures applicable thereto.

Executed on the 20TH day of OCTOBER, 2000.

TWIN OAKS VILLAGE COMMUNITY
ASSOCIATION, INC., a Texas non-profit corporation

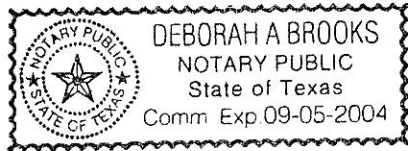
By: [Signature]
Name: ALAN MCKENZIE
Title: PRESIDENT

STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

This instrument was acknowledged before me on OCTOBER 20, 2000 by GREG MCKENZIE, the PRESIDENT of Twin Oaks Village Community Association, Inc., a Texas non-profit corporation, on behalf of said corporation.



Deborah A. Brooks
Notary Public, State of Texas

WHEN RECORDED RETURN TO:

Mark K. Knop
P. O. Box 4547
Houston, TX 77210-4547
File No. 121864-17

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

NOV 29 2000

TWIN OAKS VILLAGE COMMUNITY ASSOCIATION, INC. Corporations Section

I, the undersigned, being a natural person of the age of twenty-one (21) or more, 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 I.
NAME OF CORPORATION

The name of the corporation is Twin Oaks Village Community Association, Inc., hereinafter called the "Association."

ARTICLE II.
REGISTERED OFFICE

The initial registered office of the Association is 8584 Katy Freeway, Suite 200, Houston, Texas 77024.

ARTICLE III.

Greg McKenzie is hereby appointed the initial registered agent of the Association, whose address is the same as that of the initial registered office.

ARTICLE IV.
DURATION

The period of duration of the Association is perpetual.

ARTICLE V.
PURPOSES AND POWERS OF THE ASSOCIATION

The Association is organized to be operated for the sole purpose of carrying on as a "homeowners association," as that term is defined by Section 528(c) of the Internal Revenue Code of 1986. Specifically, the Association is formed to provide for the administration, maintenance and preservation of the "Properties," including the "Lots" (as such terms are defined in that certain Declaration of Covenants, Conditions and Restrictions for Twin Oaks Village, Section One, to be filed for record in the office of the County Clerk of Fort Bend County, Texas [the "Declaration"]) in accordance with the Declaration; to exercise the duties and prerogatives of the Association set

forth in the Declaration; to exercise all of the powers and duties set forth in the Bylaws of the Association and the Declaration; to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may now or hereafter have or exercise; and, to the extent permitted by law, to do any and all other things necessary to implement or accomplish the purposes set forth in the Bylaws of the Association and the Declaration.

ARTICLE VI.
MEMBERSHIP

Each owner of a lot encumbered by the Declaration 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 such Lot and may not be separated from such ownership.

The Association shall have two (2) classes of Members:

A. Class "A". Class "A" Members shall be all Owners (as such term is defined in the Declaration), with the exception of Declarant (as such term is defined in the Declaration). Each Class "A" Member shall be entitled to one (1) vote for each Lot owned by such Member in the Properties; provided, however, when more than one person holds an interest in any Lot, all such persons shall be Members, and the single vote for such Lot shall be exercised by them as they among themselves determine but in no event shall more than one (1) vote be cast with regard to any Lot owned by a Class "A" Member. The votes of the Class "A" Members are referred to herein as the "Class 'A' votes".

B. Class "B". The Class "B" Member shall be Declarant or its successors and assigns to whom the right of Class "B" membership is expressly assigned in writing (with a copy of the written instrument making such assignment being delivered to the Association). The Class "B" Member shall be allowed three (3) votes for each Lot in the Properties owned by Declarant. All Class "B" votes shall cease to exist and automatically be converted to Class "A" votes on the happening of any of the following events, whichever occurs earlier:

1. When the total number of Class "A" votes entitled to be cast with respect to the Properties equals the total number of Class "B" votes entitled to be cast with respect to the Properties; or

2. January 1, 2025.

C. Reinstatement of Class "B" Votes. Notwithstanding the prior provisions of subsection B above, if additional land is made subject to the jurisdiction of the Association pursuant to a Supplemental Declaration such that Declarant owns more than twenty-five percent (25%) of the

total of all Lots, then the provisions in said paragraph B of Article VI shall be automatically reinstated *ipso facto*.

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Greg McKenzie	8584 Katy Freeway, Suite 200 Houston, Texas 77024
Lance Wright	8584 Katy Freeway, Suite 200 Houston, Texas 77024
Kirk Breitenwischer	8584 Katy Freeway, Suite 200 Houston, Texas 77024

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Greg McKenzie	8584 Katy Freeway, Suite 200 Houston, Texas 77024

ARTICLE IX
NON-PROFIT CORPORATION

The Association is a non-profit corporation, without capital stock organized solely for the purposes specified in Article V, and no part of its property, whether income or principal, shall ever inure to the benefit of any director, officer, Member or employee of the Association, nor shall any such director, officer, Member, employee, or individual receive or be lawfully entitled to receive any profit from the operations of the Association for reimbursement of expenses except to the extent permitted by the Bylaws or the Declaration.

ARTICLE X
PROHIBITED ACTS

The Association shall not pay dividends or other corporate income to its Members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. This prohibition shall not apply to acquiring, constructing, or providing management, maintenance, and care of Association property, or the rebate of excess membership dues, fees, or assessments to the Members of the Association.

The Association shall have no power to take any action prohibited by the Texas Non-Profit Corporation Act.

ARTICLE XI
LIMITATION ON LIABILITY OF DIRECTORS

A director is liable to the Association and/or its members for monetary damages for an act or omission in the director's capacity as director only as provided in the Declaration.

ARTICLE XII
INDEMNIFICATION

The Association may indemnify a person who was, is, or is threatened to be named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Association, as provided by the Bylaws of the Association. The terms and conditions of such indemnification shall be set forth in the Declaration or the Bylaws.

ARTICLE XIII
ACTIONS WITHOUT MEETINGS

Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the Members or Directors of the Association or any action that may be taken at a meeting of the Members or Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members, directors, or committee members as would be necessary to take that action at a meeting at which all of the Members, directors, or members of the committee were present and voted.

ARTICLE XIV
DISSOLUTION

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 or shall be granted, conveyed, and assigned

to any non-profit corporation, association, trust, or other organization devoted to such similar purposes.


ARTICLE XV
HUD OR VA APPROVAL

Annexation of additional property, mergers and consolidations, mortgaging of Common Area, dissolution, and amendment of these Articles require the prior approval of the United States Department of Housing and Urban Development ("HUD") or the Veterans Administration ("VA") for so long as there is a Class "B" membership. However, in the event mortgages or deeds of trust recorded against Lots within the properties are not insured by HUD or the VA, then all of the prior approval requirements shall be null and void and no such prior approval shall be required.

ARTICLE XVI
AMENDMENTS

Amendments of these Articles of Incorporation shall require the consent of two-thirds (2/3) of the entire membership of the Association. So long as there is a Class B membership, an amendment of these Articles of Incorporation shall require prior approval of HUD or VA.

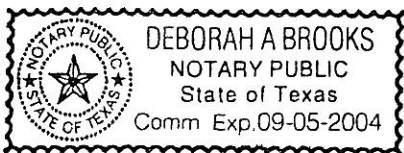
IN WITNESS WHEREOF for the purpose of forming this Association under the laws of the State of Texas, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 20th day of OCTOBER, 2000.

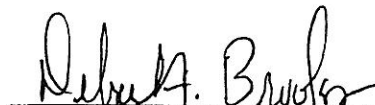


Greg McKenzie
Address: 8485 Katy Freeway, Suite 200,
Houston, Texas 77057

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 20th day of OCTOBER, 2000, by Greg McKenzie, as incorporator of Twin Oaks Village Community Association, Inc., on behalf of said corporation.





Notary Public, State of Texas

ARTICLES OF INCORPORATION

OF

NOV 29 2000

TWIN OAKS VILLAGE COMMUNITY ASSOCIATION, INC. Corporations Section

I, the undersigned, being a natural person of the age of twenty-one (21) or more, 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 I.
NAME OF CORPORATION

The name of the corporation is Twin Oaks Village Community Association, Inc., hereinafter called the "Association."

ARTICLE II.
REGISTERED OFFICE

The initial registered office of the Association is 8584 Katy Freeway, Suite 200, Houston, Texas 77024.

ARTICLE III.

Greg McKenzie is hereby appointed the initial registered agent of the Association, whose address is the same as that of the initial registered office.

ARTICLE IV.
DURATION

The period of duration of the Association is perpetual.

ARTICLE V.
PURPOSES AND POWERS OF THE ASSOCIATION

The Association is organized to be operated for the sole purpose of carrying on as a "homeowners association," as that term is defined by Section 528(c) of the Internal Revenue Code of 1986. Specifically, the Association is formed to provide for the administration, maintenance and preservation of the "Properties," including the "Lots"(as such terms are defined in that certain Declaration of Covenants, Conditions and Restrictions for Twin Oaks Village, Section One, to be filed for record in the office of the County Clerk of Fort Bend County, Texas [the "Declaration"]) in accordance with the Declaration; to exercise the duties and prerogatives of the Association set

forth in the Declaration; to exercise all of the powers and duties set forth in the Bylaws of the Association and the Declaration; to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may now or hereafter have or exercise; and, to the extent permitted by law, to do any and all other things necessary to implement or accomplish the purposes set forth in the Bylaws of the Association and the Declaration.

ARTICLE VI. MEMBERSHIP

Each owner of a lot encumbered by the Declaration 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 such Lot and may not be separated from such ownership.

The Association shall have two (2) classes of Members:

A. Class "A". Class "A" Members shall be all Owners (as such term is defined in the Declaration), with the exception of Declarant (as such term is defined in the Declaration). Each Class "A" Member shall be entitled to one (1) vote for each Lot owned by such Member in the Properties; provided, however, when more than one person holds an interest in any Lot, all such persons shall be Members, and the single vote for such Lot shall be exercised by them as they among themselves determine but in no event shall more than one (1) vote be cast with regard to any Lot owned by a Class "A" Member. The votes of the Class "A" Members are referred to herein as the "Class 'A' votes".

B. Class "B". The Class "B" Member shall be Declarant or its successors and assigns to whom the right of Class "B" membership is expressly assigned in writing (with a copy of the written instrument making such assignment being delivered to the Association). The Class "B" Member shall be allowed three (3) votes for each Lot in the Properties owned by Declarant. All Class "B" votes shall cease to exist and automatically be converted to Class "A" votes on the happening of any of the following events, whichever occurs earlier:

1. When the total number of Class "A" votes entitled to be cast with respect to the Properties equals the total number of Class "B" votes entitled to be cast with respect to the Properties; or

2. January 1, 2025.

C. Reinstatement of Class "B" Votes. Notwithstanding the prior provisions of subsection B above, if additional land is made subject to the jurisdiction of the Association pursuant to a Supplemental Declaration such that Declarant owns more than twenty-five percent (25%) of the

total of all Lots, then the provisions in said paragraph B of Article VI shall be automatically reinstated *ipso facto*.

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Greg McKenzie	8584 Katy Freeway, Suite 200 Houston, Texas 77024
Lance Wright	8584 Katy Freeway, Suite 200 Houston, Texas 77024
Kirk Breitenwischer	8584 Katy Freeway, Suite 200 Houston, Texas 77024

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Greg McKenzie	8584 Katy Freeway, Suite 200 Houston, Texas 77024

ARTICLE IX
NON-PROFIT CORPORATION

The Association is a non-profit corporation, without capital stock organized solely for the purposes specified in Article V, and no part of its property, whether income or principal, shall ever inure to the benefit of any director, officer, Member or employee of the Association, nor shall any such director, officer, Member, employee, or individual receive or be lawfully entitled to receive any profit from the operations of the Association for reimbursement of expenses except to the extent permitted by the Bylaws or the Declaration.

ARTICLE X
PROHIBITED ACTS

The Association shall not pay dividends or other corporate income to its Members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. This prohibition shall not apply to acquiring, constructing, or providing management, maintenance, and care of Association property, or the rebate of excess membership dues, fees, or assessments to the Members of the Association.

The Association shall have no power to take any action prohibited by the Texas Non-Profit Corporation Act.

ARTICLE XI
LIMITATION ON LIABILITY OF DIRECTORS

A director is liable to the Association and/or its members for monetary damages for an act or omission in the director's capacity as director only as provided in the Declaration.

ARTICLE XII
INDEMNIFICATION

The Association may indemnify a person who was, is, or is threatened to be named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Association, as provided by the Bylaws of the Association. The terms and conditions of such indemnification shall be set forth in the Declaration or the Bylaws.

ARTICLE XIII
ACTIONS WITHOUT MEETINGS

Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the Members or Directors of the Association or any action that may be taken at a meeting of the Members or Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members, directors, or committee members as would be necessary to take that action at a meeting at which all of the Members, directors, or members of the committee were present and voted.

ARTICLE XIV
DISSOLUTION

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 or shall be granted, conveyed, and assigned

to any non-profit corporation, association, trust, or other organization devoted to such similar purposes.

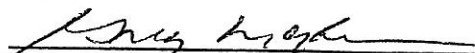
ARTICLE XV
HUD OR VA APPROVAL

Annexation of additional property, mergers and consolidations, mortgaging of Common Area, dissolution, and amendment of these Articles require the prior approval of the United States Department of Housing and Urban Development ("HUD") or the Veterans Administration ("VA") for so long as there is a Class "B" membership. However, in the event mortgages or deeds of trust recorded against Lots within the properties are not insured by HUD or the VA, then all of the prior approval requirements shall be null and void and no such prior approval shall be required.

ARTICLE XVI
AMENDMENTS

Amendments of these Articles of Incorporation shall require the consent of two-thirds (2/3) of the entire membership of the Association. So long as there is a Class B membership, an amendment of these Articles of Incorporation shall require prior approval of HUD or VA.

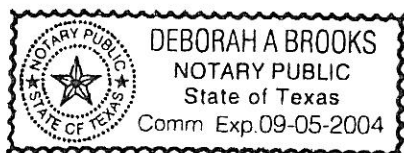
IN WITNESS WHEREOF for the purpose of forming this Association under the laws of the State of Texas, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 20th day of OCTOBER, 2000.

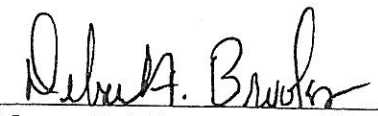


Greg McKenzie
Address: 8485 Katy Freeway, Suite 200,
Houston, Texas 77057

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 20th day of OCTOBER, 2000, by Greg McKenzie, as incorporator of Twin Oaks Village Community Association, Inc., on behalf of said corporation.





Notary Public, State of Texas

Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697



Henry Cuellar
Secretary of State

Office of the Secretary of State

SDR-CH

February 8, 2001

MARK K. KNOP/HOOVER, BAX & SLOVACEK, L.L.P.
5847 SAN FELIPE STE 2200
HOUSTON, TEXAS 77057

RE: TWIN OAKS VILLAGE COMMUNITY ASSOCIATION, INC.
FILE NUMBER: 01605798-01

The following instrument has been filed in this office:

ARTICLES OF INCORPORATION

If you enclosed an extra copy of the instrument with your submission we are returning a file stamped copy for your records. Receipt of your remittance in payment of the filing fee is acknowledged by this letter. Should you require further information or assistance, please call (512) 463-5583.

Sincerely yours,

Lorna Wassdorf

Lorna Wassdorf
Deputy Assistant Secretary
Statutory Filings Division