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FILED
In the Office of the
Secretary of State of Texas
OCT 05 1993
Corporations Section

ARTICLES OF INCORPORATION

OF

THE RANCHES AT PINEHURST PROPERTY OWNERS' ASSOCIATION

I, the undersigned natural person over the age of eighteen years, acting as the incorporator, adopt the following Articles of Incorporation of **THE RANCHES AT PINEHURST PROPERTY OWNERS' ASSOCIATION** (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as an "Act"):

ARTICLE 1

The name of the Corporation is **THE RANCHES AT PINEHURST PROPERTY OWNERS' ASSOCIATION**.

ARTICLE 2

NON-PROFIT CORPORATION

The Corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under the Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

ARTICLE 3

DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE 4

PURPOSES

The purpose for which this Corporation is organized is to act as a property owners' association for The Ranches at Pinehurst development located in Montgomery County, Texas.

ARTICLE 5**POWERS**

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems necessary, appropriate, or convenient relating to the management of the Corporation, including, but not limited to, the powers to:

Have a succession to its Corporate name.

Make and alter Bylaws.

Have and alter a Corporate seal, and use the seal by causing it or a facsimile to be impressed on, affixed to, or reproduced in any manner or on instruments required to be executed by the Corporation's officer.

Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.

Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property.

Lease Corporate property for any purpose, and enter into any covenants and agreements relating to the leased property or any improvements that may be erected on the property.

Borrow money on behalf of the Corporation from any person, firm, or corporation for any Corporate purpose. However, the Corporation shall not borrow money from an officer or director without the approval of the Board of Directors, not including the vote of any director who is involved in the transaction in a personal capacity.

Make contracts, incur liabilities and secure obligations by mortgage or pledge of Corporate property and income.

Elect or appoint officers and agents of the Corporation for any period of time, define their duties, and fix their compensation.

Make and alter Bylaws, not inconsistent with these Articles of Incorporation or the laws of the State, for

the administration and regulation of the Corporation's affairs.

Make donations for the public welfare or charitable, scientific or educational purposes.

Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by any of them as a Corporate expense.

Commence or defend any litigation in the Corporate name with respect to the Corporation or any Corporate property, at the expense of the Corporation.

Compromise, participate in mediation, submit to arbitration, release with or without consideration, extend time for payment, and otherwise adjust any claim in favor of or against the Corporation.

Cease the Corporation's activities and terminate its existence by voluntary dissolution.

Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporate property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of the powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

ARTICLE 6

RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that

would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

Serve a private interest other than one that is clearly incidental to an overriding public interest.

Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member

of the Corporation or any private individual.

Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

ARTICLE 7

MEMBERSHIP

The Corporation shall have one or more classes of members as provided in the Bylaws of the Corporation.

ARTICLE 8

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 44 Doe Run, The Woodlands, Texas 77380. The name of the initial registered agent at this office is TIMOTHY WEEMS.

ARTICLE 9

BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the Bylaws. The initial Board of Directors shall consist of two (2) persons. The number of directors may be increased or decreased by adoption or amendment of Bylaws. In electing directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
TIMOTHY WEEMS	44 Doe Run The Woodlands, Texas 77380
BRUCE A. COPLEN	2847 San Felipe, Suite 2440 Houston, Texas 77057
Dale Jefferson	2847 San Felipe, Suite 2440 Houston, Texas 77057

ARTICLE 10

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 11

CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 12

INCORPORATORS

The name and street address of the incorporator is:

Lloyd H. Carll
CARLL & ASSOCIATES
1610 Woodstead Court, Suite 350
The Woodlands, Texas 77380

I execute these Articles of Incorporation on this the 4th day of October, 1993.


LLOYD H. CARLL, Incorporator

STATE OF TEXAS {
 { ss.
COUNTY OF MONTGOMERY {

This instrument was acknowledged and sworn to before me
on this 4th day of October, 1993.

Roma Watson

Notary Public, State of Texas

Printed Name:

My Commission Expires:

