



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION OF

THE RANCHES AT PINEHURST PROPERTY OWNERS' ASSOCIATION
CHARTER NO. 1286758

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 October 5, 1993.



John Hannah Jr
Secretary of State

CEB

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

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.

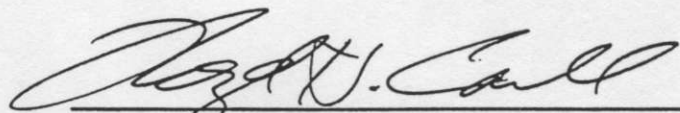
ARTICLE 12

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

<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

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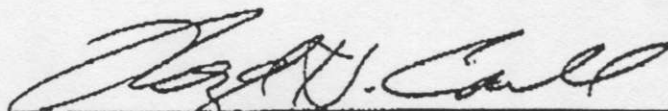
ARTICLE 12

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

Application for Employer Identification Number

76-0471374
EIN

(For use by employers and others. Please read the attached instructions before completing this form.) Please type or print clearly.

GMB No. 1545-0003
Expires 7-31-91

1 Name of applicant (True legal name) (See instructions.)

THE RANCHES AT PINEHURST PROPERTY OWNERS' ASSOCIATION

2 Trade name of business, if different from name in line 1

3 Executor, trustee, "care of name"

c/o Timothy Weems

4a Mailing address (street address) (room, apt., or suite no.)

44 Doe Run

5a Address of business. (See instructions.)

4b City, state, and ZIP code

The Woodlands, TX 77380

5b City, state, and ZIP code

6 County and state where principal business is located

Montgomery County, Texas

7 Name of principal officer, grantor, or general partner. (See instructions.) ▶

Timothy Weems

8a Type of entity (Check only one box.) (See instructions.)

- Individual SSN _____ Estate Trust
- REMIC Personal service corp. Plan administrator SSN _____ Partnership
- State/local government National guard Other corporation (specify) _____ Farmers' cooperative
- Other nonprofit organization (specify) Homeowners' Association If nonprofit organization enter GEN (if applicable)
- Other (specify) ▶ _____

8b If a corporation, give name of foreign country (if applicable) or state in the U.S. where incorporated ▶

Foreign country

State

Texas

9 Reason for applying (Check only one box)

- Started new business Changed type of organization (specify) ▶ _____
- Hired employees Purchased going business
- Created a pension plan (specify type) ▶ _____
- Banking purpose (specify) ▶ checking Other (specify) ▶ _____

10 Date business started or acquired (Mo., day, year) (See instructions.)

7/27/95

11 Enter closing month of accounting year. (See instructions.)

December

12 First date wages or annuities were paid or will be paid (Mo., day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (Mo., day, year) ▶ N/A

13 Enter highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "0". ▶

Nonagricultural	Agricultural	Household
0		

14 Does the applicant operate more than one place of business? Yes No
If "Yes," enter name of business. ▶

15 Principal activity or service (See instructions.) ▶ Nonprofit Homeowners' Association

16 Is the principal business activity manufacturing? Yes No
If "Yes," principal product and raw material used ▶

17 To whom are most of the products or services sold? Please check the appropriate box. Business (wholesale) N/A
 Public (retail) Other (specify) ▶ _____

18a Has the applicant ever applied for an identification number for this or any other business? Yes No
Note: If "Yes," please complete lines 18b and 18c.

18b If you checked the "Yes" box in line 18a, give applicant's true name and trade name, if different than name shown on prior application.

True name ▶

Trade name ▶

18c Enter approximate date, city, and state where the application was filed and the previous employer identification number if known.

Approximate date when filed (Mo., day, year)

City and state where filed

Previous EIN

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Telephone number (include area code)

Name and title (Please type or print clearly.) ▶ TIMOTHY WEEMS, Vice President

713/363-4642

Signature ▶

Date ▶ June 2, 1995

Note: Do not write below this line. For official use only.

Please leave blank ▶

Geo.

Ind.

Class

Size

Reason for applying