

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



Geoffrey S Connor
Secretary of State

Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

SUNCREEK ESTATES PROPERTY OWNERS ASSOCIATION
Filing Number 800256482

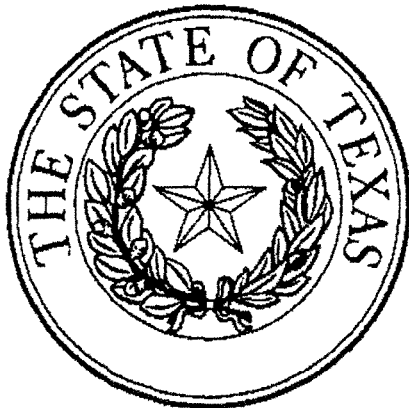
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law

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 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. 10/07/2003

Effective 10/07/2003



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S Connor
Secretary of State

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

OCT 06 2003

**SUNCREEK ESTATES PROPERTY OWNERS
ASSOCIATION**

Corporations Section

I, the undersigned natural person of the age of 18 years 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

The name of the corporation is SUNCREEK ESTATES PROPERTY OWNERS ASSOCIATION hereinafter referred to as "Association "

ARTICLE II.

NON-PROFIT CORPORATION

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

ARTICLE III.

DURATION

The period of its duration is perpetual, and the Association shall continue until dissolved as provided by law

ARTICLE IV.

PURPOSES

This Association does not contemplate pecuniary gain or profit to the members thereof, and the general purposes for which it is formed are to provide for maintenance, preservation and architectural control of the resident's lots and common area within that certain tract of property described as Suncreek Estates Subdivision, a Subdivision of 1,142 36 acres more or less, located in the John W Hall League No 11, Abstract No 68, Brazoria County, Texas, and according to the plat ("Plat") of said SUNCREEK ESTATES SECTION ONE, recorded on October 2, 2003 in the office of the County Clerk of Brazoria County, Texas in Volume 24, Pages 49-52, Map Records of said county, DRBCT 03063217 (the "Subdivision") and to promote the health, safety and welfare of the residents within the above-described Subdivision and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose, and specifically

- (a) To promote the health, safety, and welfare of the lot owners of the Subdivision,
- (b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Developer or Grantor as set forth in the Declaration of Covenants, Conditions and Restrictions for Suncreek Estates Property Owners Association (the "Declaration") for each Section of said Subdivision as recorded in the Real Property Records of Brazoria County, Texas, and as same may be amended from time to time as therein provided, which will be assigned to the Association by said Developer pursuant to said Declaration, and as may be set forth in any Amendments thereto which may be filed from time to time pursuant to and in accordance with the authority and provisions of the Declaration for Suncreek Estates Property Owners Association,
- (c) To 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,

(d) To 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,

(e) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred

(f) To dedicate, sell, transfer or convey 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:

(g) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property or common area as provided for in the Declaration, provided that any such merger, consolidation or annexation shall have the prior consent of two-thirds (2/3) of each class of Members

(h) 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 by law may now or hereafter have or exercise, but which are consistent with this non-profit corporation claiming and continuing to claim as an exemption for federal income and state franchise taxes

ARTICLE V.

MEMBERSHIP

Every owner of a lot located in any Section of Suncreek Estates Subdivision, or in other additional property brought within the scheme of the Declaration for any section of Suncreek Estates Subdivision pursuant to the provisions and authority of said Restrictions, which is subject to a maintenance charge assessment by the Developer, or assigns, including contract purchasers, 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 VI.

RESTRICTIONS AND REQUIREMENTS

The Association 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 Texas Non-Profit 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.

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 19221 I-45 South, Suite 320, Conroe, Texas 77385. The name of the initial registered agent at this office is Thomas E. Lipar.

ARTICLE VIII.

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 three (3) 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 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> |
|-------------------------|--|
| Thomas E. Lipar | 19221 I-45 South, Suite 320 Conroe, Texas 77385 |
| Eric Lipar | 19221 I-45 South, Suite 320 Conroe, Texas 77385 |
| Rick Gaul | 19221 I-45 South, Suite 320 Conroe, Texas 77385 |

The initial Board of Directors shall serve until the Control Transfer Date (as defined in the Restrictions) occurs. Upon the Control Transfer Date, the Developer shall appoint the Board of Directors. The Directors shall be classified with respect to the time for which they hold office by dividing them into three classes, each class consisting of one Director, and each Director shall hold office until his successor shall be elected and shall qualify. 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.

LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Association or members 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 X.

INDEMNIFICATION

To the full extent permitted by applicable law, no director of this Association shall be liable to this Association or its members for monetary damages for an act or omission in such director's capacity as a director of this association, except that this Article Six does not eliminate or limit the liability of a director of this Association for

- 1 a breach of such director's duty of loyalty to this Association or its members,
- 2 an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law,
- 3 a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office,
- 4 an act or omission for which the liability of such director is expressly provided for by statute, or
- 5 an act related to an unlawful stock repurchase or payment of a dividend.

Any repeal or amendment of this Article by the members of this Association shall be prospective only, and shall not adversely affect any limitation on the personal liability

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- 3 a transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office,
- 4 an act or omission for which the liability of such director is expressly provided for by statute, or
- 5 an act related to an unlawful stock repurchase or payment of a dividend

Any repeal or amendment of this Article by the members of this Association shall be prospective only, and shall not adversely affect any limitation on the personal liability

of a director of this Association existing at the time of such repeal or amendment. In addition to the circumstances in which a director of this Association is not personally liable as set forth in the foregoing provisions of this Article Nine, a director shall not be liable to the full extent permitted by an Amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act hereafter enacted that further limits the liability of a director.

To the full extent permitted by applicable law, the Association shall indemnify any director or officer against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director or officer and shall advance to such person such reasonable expenses as are incurred by him in connection therewith. The rights of directors and officers set forth in this Article shall not be exclusive of any other right, which directors or officers may have or hereafter acquire relating to the subject matter hereof. As used in this Article, the terms "director" and "officer" shall mean any person who is or was a director or officer of the Association and any person who, while a director or officer of the Association, is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. As used in this Article, the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in any such action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding.

ARTICLE XI.

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

ARTICLE XII.

BYLAW AMENDMENTS

The Board of Directors of this Association is expressly authorized to alter, amend, or repeal the Bylaws or to adopt new Bylaws to this Association, without any action on the part of the members, but the Bylaws made by the Directors and the powers so conferred may be altered or repealed by the members

ARTICLE XIII.

AMENDMENTS TO ARTICLES

Amendment to these Articles shall require the consent of sixty-six percent (66%) of the entire membership

ARTICLE XIV.

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 XV.


INCORPORATOR

The name and street address of the incorporator is

Michael P Fleming
19221 I 45 South, Suite 320
Conroe, Texas 77385

I execute these Articles of Incorporation on this the 6th day of
October, 2003

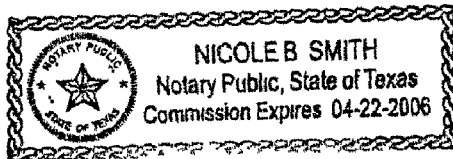
INCORPORATOR

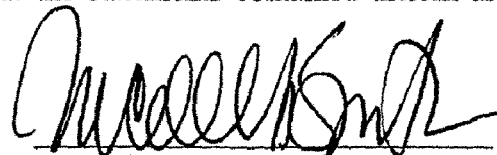

MICHAEL P FLEMING

STATE OF TEXAS §

COUNTY OF MONTGOMERY §

I, the undersigned Notary Public, do hereby certify that on this the 6th day of
October, 2003, personally appeared before me MICHAEL P FLEMING, who
being by me first duly sworn declared that he was the person whose name is subscribed to
the foregoing document as incorporator, and that the statements contained therein are
true




Notary Public, State of Texas



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
CAROLE KEETON STRAYHORN • COMPTROLLER • AUSTIN TEXAS 78774

January 9, 2004

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Carole Keeton Strayhorn, Comptroller of Public Accounts of the State of Texas,
DO HEREBY CERTIFY that according to the records of this office

SUNCREEK ESTATES PROPERTY OWNERS ASSOCIATION

is, as of this date, in good standing with this office having no franchise tax
reports or payments due at this time. This certificate is valid through the date
that the next franchise tax report will be due January 4, 2005.

This certificate does not make a representation as to the status of the
corporation's Certificate of Authority, if any, with the Texas Secretary of State.

This certificate is valid for the purpose of conversion when the converted entity
is subject to franchise tax as required by law. This certificate is not valid for
the purpose of dissolution, merger, or withdrawal.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 9th day of
January, 2004 A D

Carole Keeton Strayhorn
Texas Comptroller

Taxpayer number 32012530948
File number 0800256482

Form 05-304 (Rev. 02-03/14)



Corporation Search Results

Franchise Tax Certification of Account Status

This Certification Not Sufficient for Filings with Secretary of State

Do **not** include a certification from this Web site as part of a filing with the Secretary of State for dissolution, merger, withdrawal, or conversion. The Secretary of State will reject a filing that uses the certification from this site.

To obtain a certificate that is sufficient for dissolution, merger, withdrawal, or conversion, see Publication 98-336, Requirements to Change Corporate Status.

| Certification of Account Status | Officers And Directors Information |
|-----------------------------------|--|
| Company Information | SUMMERSET ESTATES PROPERTY OWNERS ASSOCIATION 4625 SOUTHWEST FWY STE 425 HOUSTON, TX 77027-7100 |
| Status | IN GOOD STANDING NOT FOR DISSOLUTION OR WITHDRAWAL through June 10, 2004 |
| Registered Agent | THOMAS E LIPAR 19221 I-45 SOUTH 320 CONROE, TX 77385 |
| Registered Agent Resignation Date | |
| State of Incorporation | TX |
| File Number | 0800184948 |
| Charter/COA Date | March 13 2003 |
| Charter/COA Type | Charter |
| Taxpayer Number | 32011029108 |

Carole Keeton Strayhorn
Texas Comptroller of Public Accounts

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Corporation Search Results

Officers and Directors

SUMMERSET ESTATES PROPERTY OWNERS ASSOCIATION

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You may order a copy of a Public Information Report from open.records@cpa.state.tx.us or Comptroller of Public Accounts, Open Government Division, PO Box 13528, Austin, Texas 78711.

| Title: | Name and Address | Expiration/Resignation Date |
|-----------------|--|-----------------------------|
| <i>DIRECTOR</i> | ERIC LIPAR 19221 I-45 SOUTH 320 CONROE , TX 77385 | |
| <i>DIRECTOR</i> | RICK . GAUL 19221 I-45 SOUTH 320 CONROE , TX 77385 | |
| <i>DIRECTOR</i> | THOMAS E LIPAR 19221 I-45 SOUTH 320 CONROE , TX 77385 | |

Carole Keeton Strayhorn
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