

Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

MILLSBRANCH FOREST HOMEOWNERS ASSOCIATION, INC.

Filing Number: 800070315

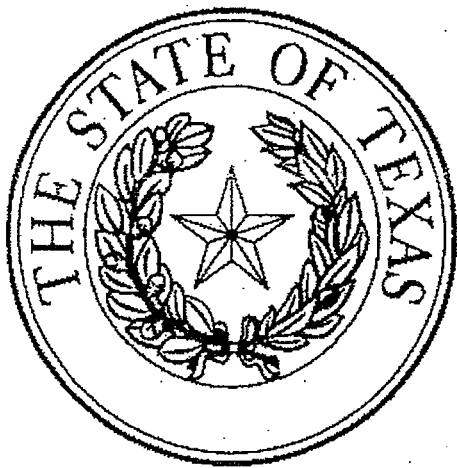
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

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: 04/01/2002

Effective: 04/01/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

FILED
In the Office of the
Secretary of State of Texas

APR 01 2002

Corporations Section

ARTICLES OF INCORPORATION

OF

MILLSBRANCH FOREST HOMEOWNERS ASSOCIATION, INC.

ARTICLE I

The name of the Corporation is MILLSBRANCH FOREST HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The Corporation is a Non-Profit Corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The Corporation is formed for the purposes of providing for maintenance and preservation of (a) those Properties being:

Three (3) tracts of land containing 67.539 acres, 94.807 acres and 13.162 acres all situated in the J.W. Asbury Survey, Abstract 91, Harris County, Texas;

which is subject to the provisions of that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") recorded or to be recorded in the Official Public Records of Real Property of Harris County, Texas, and (b) any additional Properties that may hereafter be brought within the jurisdiction of this Association by the imposition of such additional Properties of one or more Supplemental Declarations of Covenants, Conditions and restrictions covering such Properties (hereinafter singly called a "Supplemental Declarations"); and to perform the other functions and to achieve the other

purposes provided for and referred to in the Declaration and the Supplemental Declarations; and to:

1. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration and all Supplemental Declarations, as the same may be amended or supplemented from time to time as therein provided, the Declaration and all Supplemental Declarations being incorporated herein as if set forth at length;
2. Fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration and all Supplemental Declarations; 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 Properties of the Association; and
3. Have and exercise any and all powers, rights and privileges which a Corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be constructed to authorize the Corporation to do any act in violation of the Texas Non-Profit Corporation Act or Part Four of the Texas Miscellaneous Corporation Laws Act, and all such objects or purposes are subject to said Acts.

ARTICLE V

The street address of the initial registered office of the Corporation is 7676 Woodway, Suite 238, Houston, Texas 77063 and the name of its initial registered agent at such address is Clinton F. Wong.

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors of five (5) 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 serve as the initial Directors are:

Clinton F. Wong 7676 Woodway, Suite 238, Houston, Texas 77063
Eric C.L. Ungar ~~6524 San Felipe, Suite 532~~ ^{1416 Voss, Suite 1418} Houston, Texas 77057
Kelly Reans 7676 Woodway, Suite 238, Houston, Texas 77063
Phillip Peacock 7676 Woodway, Suite 238, Houston, Texas 77063
Ken Caffey 7676 Woodway, Suite 238, Houston, Texas 77063

The initial Directors shall hold office until the first annual meeting and until his successor is duly elected and qualified. 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 three Directors for a term of three years; and at each annual meeting thereafter the members shall elect that number of directors equal to the number of directors whose term expire at such time directors to serve for a term of three years each.

ARTICLE VII

Each legal Owner (as such term is defined in the Declaration and all Supplemental Declarations), whether one or more persons or entities, of a Lot in the Subdivision (as such term is defined in the Declaration), which is subject to a maintenance charge assessment by the Association, including contract sellers, shall be a member of the Association. Membership in the Association shall be appurtenant to and may not be separated from ownership of the Lot subject to assessment by the Association. No certificate of membership will be issued.

ARTICLE VIII

The Association shall have two classes of membership;

Class "A". Class "A" members shall be those Owners as defined in Article VII, with

the exception of the Declarant as defined in the Declaration. Class "A" members shall be entitled to one vote for each Lot in which they hold the interest required for membership by Article VII and the Declaration. When more than one person holds interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class "B" member shall be the Declarant as defined in the Declaration, which is now SKYMARK DEVELOPMENT COMPANY, INC., a Texas corporation, acting herein by and through its designated officers. The Class "B" member shall be entitled to three votes for each Lot in the Subdivision in which it holds the interest required for membership by Article VII and the Declaration; provided; however, that the Class "B" membership shall cease and be converted to Class "A" membership on the first to occur of the following events:

- (a) when the total votes outstanding in the Class "A" membership equal the total votes outstanding in the Class "B" membership,
- (b) on January 1, 2015

The Class "A" and Class "B" members shall have no rights as such to vote as a class, except as required by the Texas Non-Profit Corporation Act, and both classes shall vote together upon all matters as one group.

ARTICLE IX

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 or shall be granted, conveyed and assigned to any Non-Profit Corporation, Association Trust or other organization to be devoted to such similar purposes.

Dissolution of the Association must be approved in writing and signed by not less

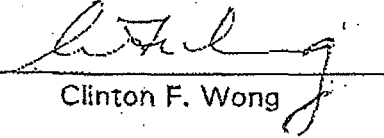
than two-thirds (2/3) of each class of members. So long as there is a Class "B" membership, dissolution and/or amendment of these Articles must have the prior approval of the Federal Housing Administration.

ARTICLE X

The name and street address of each incorporator is:

Clinton F. Wong 7676 Woodway, Suite 238, Houston, Texas 77063

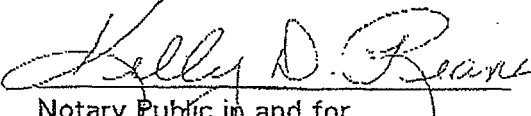
IN WITNESS WHEREOF, we have hereunto set our hands this the 1st day of April , 2002.


Clinton F. Wong

STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared, Clinton F. Wong, known to me to be the person whose name is subscribed to the foregoing document, and sworn before me that he executed the same as his free act and deed for the purposes and consideration therein expressed.

Given under my hand and seal of office this 1st day of April, 2002.


Notary Public in and for
The State of Texas

