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CERTIFICATE OF FORMATION

JUL 20 2009

of
OAKWOOD SHORES PROPERTY OWNERS ASSOCIATION **Corporations Section**
(A TEXAS NONPROFIT CORPORATION)

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a corporation under the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for such corporation.

ARTICLE ONE

NAME

The name of the corporation is OAKWOOD SHORES PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE TWO

NON-PROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

PURPOSES

The purposes for which the corporation is organized are as follows:

(1) The specific and primary purpose for which this corporation is organized is to govern the affairs of that certain subdivision known as Oakwood Shores in Brazoria County, Texas according to the map or plat thereof recorded in the Map Records of Brazoria County, Texas and any other real property brought within the jurisdiction of the corporation (the "Properties"). IT SHALL NOT BE ONE OF THE PURPOSES OF THE ASSOCIATION TO PROVIDE SECURITY TO THE RESIDENTS OF THE PROPERTIES OR THEIR GUESTS AND INVITEES. NEITHER THE DEVELOPER, AS IDENTIFIED IN THE DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR OAKWOOD SHORES, ITS SUCCESSORS, ASSIGNS, BENEFICIARIES OR PARTNERS OR THE CORPORATION, ITS BOARD, NOR ITS OFFICERS, DIRECTORS OR ITS AGENTS SHALL EVER IN ANY WAY, BE CONSIDERED INSURERS OR GUARANTORS OF SECURITY WITHIN THE PROPERTIES NOR SHALL THEY BE LIABLE FOR ANY LOSS OR DAMAGE BY REASON OR ALLEGED FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN, IF ANY.

(2) Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (1) of this Article Three, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its Members, or to distribute any gains, profits, or dividends to its Members as such.

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ARTICLE FOUR
MEMBERSHIP

Each Owner of a Lot in Oakwood Shores shall, upon and by virtue of becoming such Owner, automatically become and shall remain a Member of the corporation until ownership of the Lot ceases for any reason, at which time the membership in the corporation Association shall also automatically cease. Membership in the corporation shall be appurtenant to and shall automatically follow the ownership of each Lot and may not be separated from such ownership.

ARTICLE FIVE
VOTING RIGHTS

The Corporation shall have two (2) classes of voting membership. Each Member other than Developer shall be a Class A Member entitled to one (1) vote for each Lot in which they hold the interest required for membership. Developer shall be a Class B Member having ten (10) votes for each Lot owned. When more than one (1) person holds an 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 (1) vote be cast with respect to any Lot owned by a Class A Member.

ARTICLE SIX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8901 Gaylord Drive, Suite 100, Houston, Texas 77024, and the name of its initial registered agent at such address is Rick S. Butler.

ARTICLE SEVEN
MANAGEMENT

The affairs of the corporation shall be managed by its Board of Directors, which shall initially consist of three (3) Directors, who need not be Members of the corporation until the Control Transfer Date as provided in the Declaration. The Developer shall appoint all of the Directors of the corporation until the Control Transfer Date; thereafter, the Directors shall be elected as set forth in the Bylaws of the corporation. The number of Directors may be increased as provided in the Bylaws of the corporation. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Davy Roberts | 2430 N. Brazosport Blvd. Richwood, Texas 77531 |
| Kirsten Moore | 2430 N. Brazosport Blvd. Richwood, Texas 77531 |
| Edward Villien | 2430 N. Brazosport Blvd. Richwood, Texas 77531 |

ARTICLE EIGHT
ORGANIZER

The name and street address of the organizer is:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| Rick S. Butler | 8901 Gaylord Drive, Suite 100 Houston, Texas 77024 |

ARTICLE NINE
DISSOLUTION

The corporation may be dissolved by the vote of not less than two-thirds (2/3rds) of the Members which vote will be taken at a meeting of the Members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE TEN
AMENDMENTS

Amendment of this Certificate of Formation shall require the assent of two thirds (2/3rds) of the Members of the corporation that are in attendance (either in person or by proxy) and entitled to vote at a meeting of the Members called for such purpose.

ARTICLE ELEVEN
INDEMNIFICATION

The corporation shall indemnify any Director or former Director, officer or former officer of the corporation to the fullest extent allowed by the Texas Business Organizations Code.

ARTICLE TWELVE
WRITTEN CONSENT

Provided the provisions of Section 22.220 of the Texas Business Organizations Code are fully complied with, any action required by the Texas Business Organizations Code to be taken at a meeting of Members, Directors, or any committee of the corporation or any action that 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.

IN WITNESS WHEREOF, I have hereunto set my hand, this 16th day of July, 2009.

Rick S. Butler
By: Rick S. Butler

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was executed before me on this 16th day of July, 2009 by Rick S. Butler for the purposes and consideration expressed therein.

Donna Dickey
Notary Public in and for the State of Texas

