

ARTICLES OF INCORPORATION
OF
BRIGHTWATER HOMEOWNERS ASSOCIATION

FILED
of the
MAY 12 1955
Clerk of
Corporations Section

We, the undersigned natural persons of the age of twenty-one (21) years or more, all of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is BRIGHTWATER HOMEOWNERS ASSOCIATION (the "corporation").

ARTICLE II

The corporation is a nonprofit corporation organized exclusively for civic betterment and general welfare purposes as follows:

1. To provide for the acquisition, construction, management, maintenance, care, preservation and architectural control of the residential lots and common areas within SOUTHSHORE AT BRIGHTWATER SUBDIVISION, SECTION ONE (1), according to the map or plat thereof recorded in Slide No 671E, Slide No 672A of the Plat Records of Fort Bend County, Texas; LAKESHORE AT BRIGHTWATER SUBDIVISION, SECTION ONE (1) according to the map or plat thereof recorded in Slide No 672B, Slide No 673A of the Plat Records of Fort Bend County, Texas, and all other subdivisions in Missouri City, Fort Bend County, Texas for which in a document recorded in Fort Bend County, Texas, the corporation is named as the entity to which assessments against land in those subdivisions are paid (herein called "Property" or "Development");
2. To promote the health, safety and welfare of the residents within the Property and any additions thereto as may be hereafter be brought within the jurisdiction of the corporation for this purpose;
3. To exercise the powers and privileges and to perform all the duties and obligations as set forth in those restrictions applicable to the Property and recorded in the official public records of real property of Fort Bend County, Texas;
4. To fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the restrictions, to pay all expenses in connection herewith and all office and other expenses incidental to the conduct of the business of the corporation including all licenses, taxes, or governmental charges levied or imposed against the Property or the corporation;

5. To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the corporation and to contract with regard to the use, maintenance or operation of any such property whether or not within the Property or owned by the corporation;

6. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred; and

7. To do any and all lawful things which may be advisable, proper, authorized or permitted to be done by this corporation, under and by virtue of any condition, contract, covenant, restriction, reservation, charge or assessment affecting the corporation or any part of the Property and to do and perform any and all acts which may be either necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the citizens who are residents or property owners in such subdivisions and to have and exercise all powers conveyed by the laws of Texas upon a nonprofit corporation.

No part of the net earnings of the corporation shall inure, other than through the acquisition, construction or provision of management, maintenance and care of the corporation's property and other than by a rebate of excess membership dues, fees or assessments, to the benefit of any private shareholder or individual. Further, neither any donation, contribution or payment made to the corporation, nor any fund or property arising therefrom, in whatever form it may take, shall be diverted from the purposes herein set forth or contemplated hereby, and no part of its property, whether real or personal, shall ever inure to the benefit of any director, officer or employee of the corporation or of any individual, corporation, firm or other entity except to the extent that such parties may, in common with all other residents and citizens of the area, benefit from the activities of the corporation in the performance of its purposes as aforesaid, nor shall any member, director, officer, employee or other person receive or be lawfully entitled to receive any pecuniary profits from the operations of the corporation except reasonable compensation for services rendered in carrying out one or more of its said purposes. Finally, at least ninety percent (90%) of the expenditures of the corporation for any taxable year will be expenditures for the acquisition,

construction management, maintenance and care of corporate property. The corporation shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE III

The period of its duration shall be perpetual.

ARTICLE IV

The street address of the initial registered office of the corporation is Texas Commerce Tower, 601 Milam, Houston, Texas, 77002, and the name of its initial registered agent at such address is Keith Short.

ARTICLE V

Every person or entity who is now or hereafter the record owner, whether one or more persons or entities, of the fee simple title to any Lot or Lots, as hereinafter defined, including contract sellers but excluding those having such interest merely as security for the performance of any obligation, shall be a Member of the corporation during his period of ownership. "Lot" or "Lots" shall mean and refer to Lots One (1) through Forty-Four (44) of Block One (1) and Lots One (1) through Twenty-Four (24) of Block Two (2) of the LAKESHORE AT BRIGHTWATER SUBDIVISION, being part of the Property, and Lots One (1) through Thirty-Seven (37) of Block One (1) of the SOUTHWATER AT BRIGHTWATER SUBDIVISION, being part of the Property, as well as any other residential lots of all other subdivision in Missouri City, Fort Bend County, Texas which shall become part of the Property.

Commencing January 1, 1996, each Member shall be entitled to one (1) vote for each Lot owned in fee. The Lakes, Limited, a Texas limited partnership (the "Developer"), shall be entitled to exercise all voting rights until January 1, 1996,

Laura L. McDaniel

Texas Commerce Tower
601 Milam
Houston, Texas 77002

Wendy L. Markee

Texas Commerce Tower
601 Milam
Houston, Texas 77002

IN WITNESS WHEREOF, we have hereunto set our hands
this 9th day of May, 1986.

Keith Short

Keith Short

Laura L. McDaniel

Laura L. McDaniel

Wendy L. Markee

Wendy L. Markee

THE STATE OF TEXAS {

COUNTY OF HARRIS {

I, BEVERLY WALES, a Notary Public, do hereby
certify that on this 9th day of MAY, 1986, personally
appeared before me, Keith Short, Laura L. McDaniel, and Wendy
L. Markee, who each being by me first duly sworn, severally
declared that they are the persons who signed the foregoing
document as incorporators, and that the statements therein
contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal the day and year above written.

Beverly W. Wales

Notary Public in and for
Harris County, Texas

My commission expires

4/4/89

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3/12/86

from which point the Developer shall be entitled to one (1) vote for each Lot owned in fee. The Developer hereby retains the right to assign or relinquish its voting rights in whole or in part at any time.

ARTICLE VI

The direction and management of the affairs of the corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons who shall serve for such terms as may be fixed by the bylaws of the corporation, except that the initial directors shall serve for a term expiring at the first meeting of the Members after January 1, 1996. The number of directors constituting the Board of Directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
David H. Rolke, Jr.	7757 San Felipe, Suite 200 Houston, Texas 77063
Jerry R. Gamble	11211 Katy Freeway, Suite 490 Houston, Texas 77079
Bill K. Benton	1301 Capitol of Texas Highway Suite C210 Austin, Texas 78746

ARTICLE VII

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
Keith Short	Texas Commerce Tower 601 Milam Houston, Texas 77002