

BUTLER & HAILEY
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

File Copy

May 19, 1998

Board of Directors
Brazos Country Owners Association, Inc.
P.O. Box 7
Sealy, Texas 77474

Attn: Ann Hesse

Re: Brazos Country Owners Association, Inc.

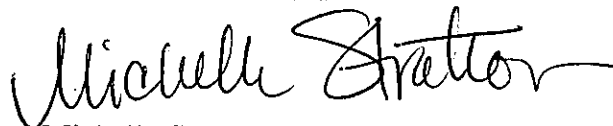
Dear Ann:

Pursuant to your request, enclosed for your records are the Articles of Amendment to the Articles of Incorporation for the above referenced Association. These documents reflect amendments made to Article Six and Article Eight of the Articles of Incorporation. Please retain these documents along with the Association's records for safekeeping.

Should you have any questions or comments, please do not hesitate to contact the undersigned at any time. As always, it is a pleasure to be of service to the Association.

Very truly yours,

BUTLER & HAILEY



Michelle Stratton
Legal Assistant to Roy D. Hailey

/sam

encl.



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT
FOR

BRAZOS COUNTRY OWNERS ASSOCIATION, INC.
CHARTER NUMBER 01381290

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY 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 AMENDMENT.

DATED MAR. 9, 1998

EFFECTIVE MAR. 9, 1998



A handwritten signature in cursive script, reading "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State



The State of Texas

Secretary of State

MAR. 9, 1998

BUTLER & HAILEY - ROY D. HAILEY
5718 WESTHEIMER, STE. 1600
HOUSTON, TX 77057-5794

RE:
BRAZILS COUNTRY OWNERS ASSOCIATION, INC.
CHAPTER NUMBER 01361290-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
ARTICLES OF AMENDMENT.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



A handwritten signature in black ink, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
BRAZOS COUNTRY OWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas
MAR 09 1998
Corporations Section

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of amendment:

1. The name of the corporation is Brazos Country Owners Association, Inc.
2. The following amendment to the Articles of Incorporation were adopted by the affirmative vote of at least two-thirds of the members of Brazos Country Owners Association, Inc., present in person or by proxy, at the February 18, 1998 Special Meeting of the Members at which a quorum was present.

Article Six is amended to read as follows:

ARTICLE SIX
VOTING RIGHTS

The corporation shall have one class of voting membership. All Owners shall be entitled to one vote for each Lot owned; provided, however, Lots which have been combined as provided in the Restrictions, shall be treated as a single Lot and entitled to one vote per combined Lot. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

- Dated this 26 day of February, 1998.

BRAZOS COUNTRY OWNERS
ASSOCIATION, INC.

By:

William Hermann
William Hermann, President

THE STATE OF TEXAS

§

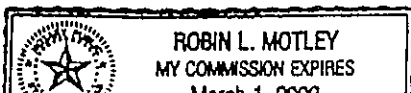
§

COUNTY OF HARRIS

§

BEFORE ME, the undersigned Notary Public, on this day personally appeared William Hermann, President of Brazos Country Owners Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity stated. Given under my hand and seal of office this the 26 day of February, 1998.

45748



Robin L. Motley
Notary Public - State of Texas



File Copy

The State of Texas

Secretary of State

FEB 06 1998

FEB. 5, 1998

ROY D. HAILEY, BUTLER & HAILEY
5718 WESTHEIMER, SUITE 1600
HOUSTON, TX 77057-5794

RE:
BRAZOS COUNTRY OWNERS' ASSOCIATION, INC.

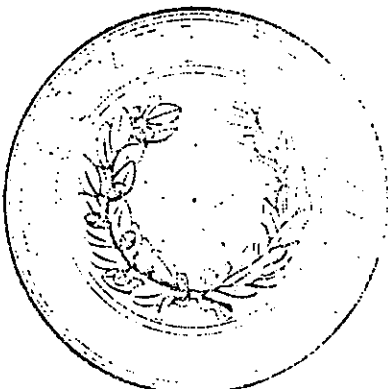
CHARTER NUMBER 01381290-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR ARTICLES OF AMENDMENT.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



Alberto R. Gonzales

Alberto R. Gonzales, Secretary of State



The State of Texas

Secretary of State

CERTIFICATE OF AMENDMENT

FOR

BRAZOS COUNTRY OWNERS ASSOCIATION, INC.
CHARTER NUMBER 01381290

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE NAMED ENTITY 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 AMENDMENT.

DATED FEB. 5, 1998

EFFECTIVE FEB. 5, 1998



A handwritten signature in black ink, reading "Alberto R. Gonzales", written over a horizontal line.

Alberto R. Gonzales, Secretary of State

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
BRAZOS COUNTRY OWNERS ASSOCIATION, INC.**

FILED
In the Office of the
Secretary of State of Texas
FEB 05 1998
Corporations Section

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of amendment:

1. The name of the corporation is Brazos Country Owners Association, Inc.
2. The following amendment to the Articles of Incorporation were adopted by the affirmative vote of at least two-thirds of the members of Brazos Country Owners Association, Inc., present in person or by proxy, at the November 25, 1997 Annual Meeting of the Members at which a quorum was present.

Article Eight is amended to read as follows:

**ARTICLE EIGHT
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of five (5) directors, who must be members of Brazos Country Owners Association, Inc.


Dated this 4th day of February, 1998.

**BRAZOS COUNTRY OWNERS
ASSOCIATION, INC.**

By: *Kathryn Conza*
Kathryn Conza, President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Kathryn Conza, President of Brazos Country Owners Association, Inc., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed and in the capacity stated. Given under my hand and seal of office this the 4th day of February, 1998.

 ALICE J. WILKINSON
Notary Public, State of Texas
Commission Expires 3-10-00

Alice J. Wilkinson
Notary Public in and for the State of Texas
45277

FEB 12 1996

**ARTICLES OF CORRECTION
OF
BRAZOS COUNTRY OWNERS ASSOCIATION, INC.**

Corporations Section

The undersigned submits these articles pursuant to Texas Civil Statutes, Article 1302-7.01, to correct a document which is an inaccurate record of the entity action, contains an inaccurate or erroneous statement, or was defectively or erroneously executed, sealed, acknowledged, or verified.

ARTICLE ONE

The name of the entity is BRAZOS COUNTRY OWNERS ASSOCIATION, INC. (the "Corporation").

ARTICLE TWO

The document to be corrected is the "Articles of Incorporation of Brazos Country Owners Association, Inc.", which was filed in the Office of the Secretary of State on the 19th day of December, 1995.

ARTICLE THREE

The inaccuracy, error, or defect to be corrected are typographical and clerical errors in Article Four, Section (1) of the Articles of Incorporation when the filing references for the Restrictions for Section Five were inadvertently omitted and the reference to "Brazos Country, Section V" should be "Brazos Country, Section Five".

ARTICLE FOUR

As corrected, Article Four, Section (1) of the "Articles of Incorporation of Brazos Country Owners Association, Inc." should be changed to read as follows:

**ARTICLE FOUR
PURPOSES**

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

- (1) The specific and primary purpose of this corporation is to provide all the functions of the Brazos Country Owners Association, Inc., as that term is used in those certain instruments respectively filed of record under Austin County Clerk's File Numbers: 78-2902; 78-5624; 815252; 815942; 861504 ("Restrictions"), and as the same may be amended from time to time as therein provided, the Restrictions being incorporated herein as if set forth at length, which Restrictions run with and encumber that certain real property known as

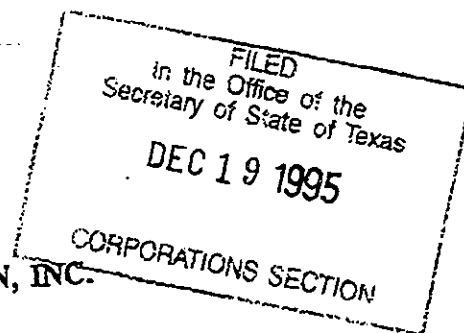
Brazos Country, Sections I, II, 111, IV, and Five, all Austin County, Texas subdivisions, according to the maps or plats thereof respectively recorded in Volume 1, Page 13; Volume I, Page 25 and 26; Volume I, Page 39 and 40; Volume I, Page 55, 56, and 57; Volume I, Page 145 of the Map Records of Austin County, Texas (the "Property").

BRAZOS COUNTRY OWNERS ASSOCIATION,
INC.

BY: *Kathy Ropshaw*
KATHY ROPSHAW, PRESIDENT

#30208

ARTICLES OF INCORPORATION
of
BRAZOS COUNTRY OWNERS ASSOCIATION, INC.



I, the undersigned natural persons of the age of eighteen (18) years or more, 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 ONE
NAME

The name of the corporation is BRAZOS COUNTRY OWNERS ASSOCIATION, INC.

ARTICLE TWO
NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE THREE
DURATION

The period of its duration is perpetual.

ARTICLE FOUR
PURPOSES

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

- (1) The specific and primary purpose of this corporation is to provide all the functions of the Brazos Country Owners Association, Inc., as that term is used in those certain instruments respectively filed of record under Austin County Clerk's File Numbers: 78-2902; 78-5624; 815252; 815942; ("Restrictions"), and as the same may be amended from time to time as therein provided, the Restrictions being incorporated herein as if set forth at length, which Restrictions run with and encumber that certain real property known as Brazos Country, Sections I, II, III, IV, and V, all Austin County, Texas subdivisions, according to the maps or plats thereof respectively recorded in Volume 1, Page 13; Volume I, Page 25 and 26; Volume I, Page 39 and 40; Volume I, Page 55, 56, and 57; Volume I, Page 145 of the Map Records of Austin County, Texas (the "Property").
- (2) The general powers of the corporation are:
 - (a) enforce the terms of the Restrictions;
 - (b) 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 corporation;

(c) borrow money, and with the mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and

(e) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

(3) Notwithstanding any of the foregoing statements of purposes and powers:

(a) the 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 Four;

(b) the corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes; and

(c) IT SHALL NOT BE ONE OF THE PURPOSES OF THE CORPORATION TO PROVIDE SECURITY TO THE RESIDENTS OF THE PROPERTY. NEITHER THE CORPORATION, ITS BOARD, NOR ITS OFFICERS OR DIRECTORS SHALL, IN ANY WAY, BE CONSIDERED INSURERS OR GUARANTORS OF SECURITY WITHIN THE PROPERTY AND SHALL NOT BE HELD LIABLE FOR ANY LOSS OR DAMAGE BY REASON OR ALLEGED FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN, IF ANY.

ARTICLE FIVE **MEMBERSHIP**

Every owner of a Lot in the Property shall be a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot in the Property, which is subject to assessment by the Corporation.

ARTICLE SIX

VOTING RIGHTS

The corporation shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of Brazos Country Development Corporation, a Texas corporation (the "Dedicator"), and shall be entitled to one vote for each Lot owned; provided, however, Lots which have been combined as provided in the Restrictions, shall be treated as a single Lot and entitled to one vote per combined Lot. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Dedicator and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on January 1, 2005.

ARTICLE SEVEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5718 Westheimer, Suite 1600, Houston, Texas 77057, and the name of its initial registered agent at such address is Roy D. Hailey.

ARTICLE EIGHT

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of three (3) Directors who need not be owners of a Lot in the Property. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors, as provided in the Bylaws of the Corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Kathy Ropshaw	815 Walker, Suite 940 Houston, Texas 77002
Ted Byargeon	815 Walker, Suite 940 Houston, Texas 77002
Charles A. Kalkomey	104 Winding Creek Lane Sealy, Texas 77474

**ARTICLE NINE
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 Non-Profit Corporation Act.

**ARTICLE TEN
WRITTEN CONSENT**

Provided the provisions of Article 1396-9.10C of the Texas Non-Profit Corporation Act are fully complied with, any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of 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 directors or committee members as would be necessary to take that action at a meeting at which all of the directors or members of the committee were present and voted.

**ARTICLE ELEVEN
INCORPORATOR**

The name and street address of the incorporator is:

NAME

ADDRESS

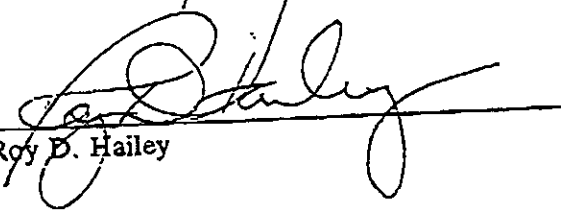
Roy D. Hailey

5718 Westheimer, Suite 1600
Houston, Texas 77057

**ARTICLE TWELVE
DURATION**

The corporation shall exist perpetually.

IN WITNESS WHEREOF, I have hereunto set my hand, this 18th day of December, 1995.



Roy D. Hailey

STATE OF TEXAS

COUNTY OF HARRIS

This instrument was executed before me on this 18th day of December, 1995, by Roy D. Hailey for the purposes and consideration expressed therein.



NOTARY PUBLIC - STATE OF TEXAS

#29982

