

AUG 28 2002

Articles of Incorporation

Corporations Section

The Reserve at Cypress Creek Community Association, Inc.

We, the undersigned, being natural persons, of the age of eighteen (18) years or more, 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 The Reserve at Cypress Creek Community Association, Inc., hereafter referred to as "Association".

ARTICLE II

The corporation is a non-profit corporation, and shall have all the powers and duties specified in and allowable under the Texas Non-profit Corporation Act. No part of the assets or net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV below. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(4) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III

The period of this corporation's duration is perpetual.

ARTICLE IV

The purposes for which this corporation is formed are:

(a) The enforcement of the Declaration of Covenants, Conditions and Restrictions for The Reserve at Cypress Creek, a subdivision located within Harris County, Texas, according to the map or plat thereof recorded in the Plat Records of Harris County, Texas under Clerk's File No. V 916686. In order to carry out such general purposes, the corporation shall have the general power to:

- (1) Fix assessments (or charges) to be levied against Lots, and establish services, without the obligation to so provide, for the benefit of the Members;

- (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to the Property, and Eligible Property;
 - (3) Insofar as permitted by law, these Articles of Incorporation, the By-Laws, the Declaration or any other dedicatory instruments, to do any other thing of a similar nature that will promote the common benefit and enjoyment of the Owners of the Property, as authorized by the Articles of Incorporation, By-Laws, Declaration, any other dedicatory instrument or permitted by law.
- (b) Without limiting the foregoing general statement of purposes and powers, the corporation shall have the power to:
- (1) Cause to be kept a complete record of all its receipts and disbursements hereunder and maintain a statement thereof and a summary of the major activities on an annual basis;
 - (2) Supervise all agents and employees of the Association hereunder and to see that their duties are properly performed;
 - (3) Fix, levy and collect the amount of the assessments and other charges to be levied against each Lot;
 - (4) Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment;
 - (5) Buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the corporation, which shall include the power to foreclose its lien on any Property subject to the Declaration by judicial or nonjudicial means;
 - (6) Procure and maintain adequate liability insurance upon the Board of Directors, its agents and employees, and insurance as deemed appropriate by the Board of Directors on Association assets or any other proper purpose;
 - (7) Exercise all powers reasonably necessary to effectuate the purposes of this Corporation;
 - (8) Manage, control, operate, maintain, preserve, repair and improve the Property, or any other property owned by another for which the corporation, by rule, regulation, Declaration, or contract, has a right or duty to provide such services.
 - (9) Borrow money for any purpose subject to such limitations as may be contained in the dedicatory instruments;
 - (10) Enter into, make, perform and enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying

out any purpose of the Association, including enforcement of the architectural control provisions contained in the Declaration;

(11) Provide or contract for services benefiting the Property including, without limitation or obligation, garbage removal and any and all supplemental municipal services as may be necessary or desirable;

(12) Contract with other associations, organizations, or groups to provide for the maintenance of property adjacent or adjoining the Property;

(13) Spend money for the improvement or maintenance of property in the vicinity of the Property subject to the Declaration, or adjacent or adjoining such property;

(14) Suspend the rights of any Owner, their guest or tenants to vote or use the recreational facilities.

(15) Promulgate reasonable rules and regulations and implement fines for violation of said rules and regulations.

The foregoing enumeration of powers shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent powers.

This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth above in Paragraphs (a) and (b) of this Article IV. This 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 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.

ARTICLE V

The corporation shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Lot, in the Property subject to the Declaration, are Members of the Association. The Members shall be divided into two (2) classes and entitled to vote in accord with the provisions contained in the By-Laws and the Declaration. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association and shall be a Class A Member. The Declarant and its designees shall be the Class B Membership. Membership is appurtenant to, and inseparable from, ownership of the Lot.

ARTICLE VI

The mailing address of the initial registered office of the corporation is 16360 Park Ten Place, Houston, Texas 77084 and the name of its initial registered agent at such address is Carolyn Bonds.

ARTICLE VII

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The initial Board of Directors shall consist of the following three (3) members and shall serve an initial term until Class B membership ceases to exist under Article V, Section C (2) of the Declaration:

Name	Address
1. Brian Gibson	10235 W. Little York, Suite 140 Houston, Texas 77047
2. Steve Vonhofe	1470 First Colony Blvd., Suite 200 Sugar Land, Texas 77479
3. Erin Mitchel	10235 W. Little York, Suite 240 Houston, Texas 77047

The number of directors after the initial Board of Directors may be changed by the Association or the Board of Directors as set forth in the By-Laws.

ARTICLE VIII

These Articles of Incorporation may be amended by the Owners representing at least two-thirds (2/3) of the Lots present at a meeting of Association members for that purpose at which a quorum is present. Any amendment of these Articles of Incorporation shall require HUD/VA approval so long as there is a Class "B" Membership.

ARTICLE IX

To the fullest extent permitted by Texas Statutes, as the same exist or as they may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director or the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director. Any amendment of these Articles of Incorporation shall be prospective only and shall not adversely offset any limitation on the personal liability of a director of the corporation existing at the time of such repeal or amendment.

- (a) Subject to the exceptions and limitations contained in Article VIII
(b) hereof:

(1) Every person who is or has been a director, officer, or managing agent of the Association shall be indemnified by the Association to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any demand, claim, action, suit (or threat thereof)

or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been a director or officer and against amounts paid or incurred by him in the settlement thereof;

(2) The words "claim," "action," "suit," or "proceeding" shall apply to all claims, actions, suits, or proceedings (civil, criminal, or other, including appeals), actual or threatened, made or commenced subsequent to the adoption of these Articles of Incorporation; and the words "liability" and "expenses" shall include, without limitation, attorneys' fees, costs, judgments, amounts paid in settlement, fines, penalties, and other liabilities.

(b) No indemnification shall be provided hereunder to a director or officer or any other individual:

(1) Against any liability to the Association by reason of willful misfeasance, bad faith, gross negligence, breach of fiduciary duty, criminal misconduct or reckless disregard of the duties involved in the conduct of his office;

(2) With respect to any matter as to which he shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of the Association;

(c) The rights of indemnification herein provided may be insured against by policies maintained by the Association, shall be severable, shall not affect any other rights to which any director or officer now or hereafter may be entitled, shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(d) Expenses in connection with the preparation and presentation of a defense to any claim, action, suit, or proceeding of the character described in Article VIII hereof may be advanced by the Association before final disposition thereof upon receipt of an undertaking by or on behalf of the director or officers, secured by a surety bond or other suitable insurance issued by a company authorized to conduct such business in the State of Texas, to repay such amount if it is ultimately determined that he is not entitled to indemnification under Article VIII.

ARTICLE X

THE ASSOCIATION, ITS BOARD OF DIRECTORS AND OFFICERS, ITS MANAGER, EMPLOYEES, AGENTS AND/OR ITS ATTORNEYS, ("ASSOCIATION AND RELATED

PARTIES”) SHALL NOT IN ANY WAY BE CONSIDERED AN INSURER OR GUARANTOR OF SECURITY WITHIN THE PROPERTY. NEITHER SHALL THE ASSOCIATION AND RELATED PARTIES BE HELD LIABLE FOR ANY LOSS OR DAMAGE BY REASON OF FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN. PROPERTY OWNER AND LESSEE ON BEHALF OF THEMSELVES, ALL OCCUPANTS OF THE PROPERTY BEING LEASED, GUESTS AND INVITEES OF ANY PROPERTY OWNER OR RESIDENT, AS APPLICABLE, ACKNOWLEDGE THAT THE ASSOCIATION AND RELATED PARTIES DO NOT REPRESENT OR WARRANT THAT ANY FIRE PROTECTION, BURGLAR ALARM SYSTEMS, ACCESS CONTROL SYSTEMS, PATROL SERVICES, SURVEILLANCE EQUIPMENT, MONITORING DEVICES, OR SECURITY SYSTEMS (IF ANY ARE PRESENT) WILL PREVENT LOSS BY FIRE, SMOKE, BURGLARY, THEFT, HOLD-UP OR OTHERWISE, NOR THAT FIRE PROTECTION, BURGLAR ALARM SYSTEMS, ACCESS CONTROL SYSTEMS, PATROL SERVICES, SURVEILLANCE EQUIPMENT, MONITORING DEVICES OR OTHER SECURITY SYSTEMS WILL IN ALL CASES PROVIDE THE DETECTION OR PROTECTION FOR WHICH THE SYSTEM IS DESIGNED OR INTENDED. PROPERTY OWNER AND LESSEE, ON BEHALF OF THEMSELVES, ALL OCCUPANTS OF THE PROPERTY BEING LEASED, GUESTS AND INVITEES OF A PROPERTY OWNER OR LESSEE, AS APPLICABLE, ACKNOWLEDGES AND UNDERSTANDS THAT THE ASSOCIATION AND RELATED PARTIES ARE NOT AN INSURER AND THAT EACH PROPERTY OWNER, LESSEE AND OCCUPANT OF ANY PROPERTY ON BEHALF OF THEMSELVES AND THEIR GUESTS AND INVITEES ASSUMES THE RISKS FOR LOSS OR DAMAGE TO PERSONS, THEIR PERSONAL PROPERTY, TO LOTS AND TO THE CONTENTS OF LOTS AND FURTHER ACKNOWLEDGES THAT THE ASSOCIATION AND RELATED PARTIES HAVE MADE NO REPRESENTATIONS OR WARRANTIES NOR HAS ANY LOT OWNER OR LESSEE ON BEHALF OF THEMSELVES AND THEIR GUESTS OR INVITEES RELIED UPON ANY REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED, INCLUDING ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, RELATIVE TO ANY FIRE PROTECTION, BURGLAR ALARM SYSTEMS, ACCESS CONTROL SYSTEMS, PATROL SERVICES, SURVEILLANCE EQUIPMENT, MONITORING DEVICES OR OTHER SECURITY SYSTEMS RECOMMENDED OR INSTALLED OR ANY SECURITY MEASURES UNDERTAKEN WITHIN THE PROPERTY.

ARTICLE XI

The corporation may be dissolved only as provided in the By-Laws and by the laws of the State of Texas. Any dissolution of the Corporation shall require HUD/VA approval so long as there is a Class “B” Membership. If the corporation is dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit corporation with similar purposes.

ARTICLE XII

The names and street addressees of the incorporators are:

Name	Address
1. Dan Olson	10235 W. Little York Suite 240 Houston, Texas 77040
2. Steve Vonhofe	1470 First Colony Blvd., Suite 200 Sugar Land, TX 77479

ARTICLE XIII

In case of the resignation, death, failure, incapacity, removal or refusal to serve of any of the said initial directors prior to the end of the initial term, the remaining directors may appoint a substitute director or directors to serve the remainder of said initial term. The judgment of the directors, whether the directors are the initial directors or substitute directors in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

ARTICLE XIV

The By-Laws of this corporation shall be adopted by the Board of Directors of this Corporation and shall thereafter be amended or altered by a vote of two-thirds (2/3) of the Board of Directors of this corporation.

ARTICLE XV

Annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, and dissolution of the Articles, require prior approval of HUD/VA so long as there is a Class "B" Membership.

ARTICLE XVI

All capitalized terms used in these Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 12th day of August, 2002.

[Handwritten Signature]

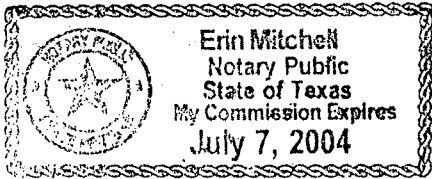
DAN OLSON, INCORPORATOR

STATE OF TEXAS :
:
COUNTY OF HARRIS :

Dan R. Olson
Authorized Agent
Houston Division

Before me, a notary public, on this day personally appeared, DAN OLSON, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he is the person who signed the foregoing document in his representative capacity as an incorporator, and that the statements therein contained are true and correct.

Given under my hand and seal of office this 8 day of August, 2002.



[Handwritten Signature]
NOTARY PUBLIC - STATE OF TEXAS

SLM

STEVE VONHOFE, INCORPORATOR

STATE OF TEXAS :
 Ft. Bend :
COUNTY OF ~~HARRIS~~ :

Before me, a notary public, on this day personally appeared, STEVE VONHOFE, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that s/he is the person who signed the foregoing document in her/his representative capacity as an incorporator, and that the statements therein contained are true and correct.

Given under my hand and seal of office this 12th day of August, 2002.

Linda Sotier
NOTARY PUBLIC - STATE OF TEXAS

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