



Office of the Secretary of State

December 06, 2002

Attn: Sherryl B. Ruth

Aubrey Dickson Martin, Jr. Attorney at Law
1177 West Loop South, Suite 1100
Houston, TX 77027 USA

RE: Lakeside Residential Community Association, Inc.
File Number: 800149116

It has been our pleasure to file the articles of incorporation and issue the enclosed certificate of incorporation evidencing the existence of the newly created corporation.

Corporations organized under the Texas Non-Profit Corporation Act do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Non-profit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in involuntary dissolution of the corporation. Additionally, a non-profit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its articles of incorporation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Statutory Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Lakeside Residential Community Association, Inc.
Filing Number: 800149116

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: 12/05/2002

Effective: 12/05/2002



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
DEC 05 2002
Corporations Section

ARTICLES OF INCORPORATION
OF

LAKESIDE RESIDENTIAL COMMUNITY ASSOCIATION, INC.

I, the undersigned, being a natural person of the age of twenty-one (21) or more, a citizen of the State of Texas, 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 I.
NAME OF CORPORATION

The name of the corporation is Lakeside Residential Community Association, Inc., hereinafter called the "Association".

ARTICLE II.
REGISTERED OFFICE

The initial registered office of the Association is 1300 Post Oak Boulevard, Suite 230, Houston, Texas 77056.

ARTICLE III.

John L. Mattern is hereby appointed the initial registered agent of the Association, whose address is the same as that of the initial registered office.

ARTICLE IV.
DURATION

The period of duration of the Association is perpetual.

ARTICLE V.
PURPOSES AND POWERS OF THE ASSOCIATION

The Association is organized to be operated for the sole purpose of carrying on as a "homeowners association", as that term is defined by Section 528(c) of the Internal Revenue Code of 1986. Specifically, the Association is formed to provide for the administration, maintenance and preservation of the "Properties," including the "Lots" (as such terms are defined in that certain Declaration of Covenants, Conditions and Restrictions for Villages of Cypress Lakes, Section One (1) to be filed for record in the office of the County Clerk of Harris County, Texas [the "Declaration"]) in accordance with the Declaration; to exercise the duties and prerogatives of the Association set forth in the Declaration; to exercise all of the powers and duties set forth in the Bylaws of the

Association and the Declaration; to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may now or hereafter have or exercise; and, to the extent permitted by law, to do any and all other things necessary to implement or accomplish the purposes set forth in the Bylaws of the Association and the Declaration.

ARTICLE VI. MEMBERSHIP

Each owner of a lot encumbered by the Declaration shall upon and by virtue of becoming such owner, automatically become and shall remain a member of the Association until ownership of the lot ceases for any reason, at which time the membership in the Association shall also automatically cease. Membership in the Association shall be appurtenant to and shall automatically follow the ownership of such Lot and may not be separated from such ownership.

The Association shall have two (2) classes of Members:

A. Class "A". Class "A" Members shall be all Owners (as such term is defined in the Declaration), with the exception of Declarant (as such term is defined in the Declaration). Each Class "A" Member shall be entitled to one (1) vote for each Lot owned by such Member in the Properties; provided, however, when more than one person holds an interest in any Lot, all such persons shall be Members, and the single vote for such Lot shall be exercised by them as they among themselves determine but in no event shall more than one (1) vote be cast with regard to any Lot owned by a Class "A" Member. The votes of the Class "A" Members are referred to herein as the "Class 'A' votes".

B. Class "B". The Class "B" Member shall be Declarant or its successors and assigns to whom the right of Class "B" membership is expressly assigned in writing (with a copy of the written instrument making such assignment being delivered to the Association). The Class "B" Member shall be allowed three (3) votes for each Lot in the Properties owned by Declarant. All Class "B" votes shall cease to exist and automatically be converted to Class "A" votes on the happening of any of the following events, whichever occurs earlier:

1. When the total number of Class "A" votes entitled to be cast with respect to the Properties equals the total number of Class "B" votes entitled to be cast with respect to the Properties; or
2. January 1, 2025.

C. Reinstatement of Class "B" Votes. Notwithstanding the prior provisions Subsection B above, if additional land is made subject to the jurisdiction of the Association pursuant to a Supplemental Declaration such that Declarant owns more than twenty-five percent (25%) of the total of all Lots, then the provisions in said paragraph B of Article VI shall be automatically reinstated *ipso facto*.

**ARTICLE VII.
BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Association is five (5) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
John L. Mattern	1300 Post Oak Blvd., Suite 230 Houston, Texas 77056
Steven M. Gilmore	1300 Post Oak Blvd., Suite 230 Houston, Texas 77056
James T. Swarts	1300 Post Oak Blvd., Suite 230 Houston, Texas 77056
Richard Rue	15915 Katy Freeway, Suite 405 Houston, Texas 77094
Chad Medors	15915 Katy Freeway, Suite 405 Houston, Texas 77094

**ARTICLE VIII.
INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John L. Mattern	1300 Post Oak Blvd. Suite 230 Houston, Texas 77056

**ARTICLE IX.
NON-PROFIT CORPORATION**

The Association is a non-profit corporation, without capital stock organized solely for the purposes specified in Article V, and no part of its property, whether income or principal, shall ever inure to the benefit of any director, officer, Member or employee of the Association, nor shall any such director, officer, Member, employee, or individual receive or be lawfully entitled to receive any profit from the operations of the Association for reimbursement of expenses except to the extent permitted by the Bylaws or the Declaration.

**ARTICLE X.
PROHIBITED ACTS**

The Association shall not pay dividends or other corporate income to its Members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. This prohibition shall not apply to acquiring, constructing, or providing management, maintenance, and care of Association property, or the rebate of excess membership dues, fees, or assessments to the Members of the Association. The Association shall have no power to take action prohibited by the Texas Non-Profit Corporation Act.

**ARTICLE XI.
LIMITATION ON LIABILITY OF DIRECTORS**

A director is liable to the Association and/or its members for monetary damages for an act or omission in the director's capacity as director only as provided in the Declaration.

**ARTICLE XII.
INDEMNIFICATION**

The Association may indemnify a person who was, is, or is threatened to be named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Association, as provided by the Bylaws of the Association. The terms and conditions of such indemnification shall be set forth in the Declaration or the Bylaws.

**ARTICLE XIII.
ACTIONS WITHOUT MEETINGS**

Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the Members or Directors of the Association or any action that may be taken at a meeting of the Members or Directors of any committee 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.

ARTICLE XIV.
DISSOLUTION

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 the Association was created or shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization devoted to such similar purposes.

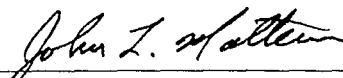
ARTICLE XV.
HUD OR VA APPROVAL

Annexation of additional property, mergers and consolidations, mortgaging of Common Area, dissolution, and amendment of these Articles require the prior approval of the United States Department of Housing and Urban Development ("HUD") or the Veterans Administration ("VA") for so long as there is a Class "B" membership. However, in the event mortgages or deeds of trust recorded against Lots within the properties are not insured by HUD or the VA, then all of the prior approval requirements shall be null and void and no such prior approval shall be required.

ARTICLE XVI.
AMENDMENTS

Amendments of these Articles of Incorporation shall require the consent of two-thirds (2/3) of the entire membership of the Association. So long as there is a Class "B" membership, an amendment of these Articles of Incorporation shall require prior approval of HUD or VA.

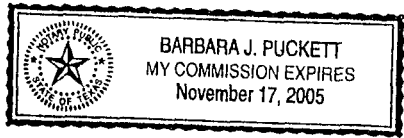
IN WITNESS WHEREOF for the purpose of forming this Association under the laws of the State of Texas, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 25th day of November, 2002.



John L. Mattern

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this the 25th day of November, 2002, by John L. Mattern as incorporator of Lakeside Residential Community Association, Inc., on behalf of said corporation.



Barbara J. Puckett

Notary Public, State of Texas