



# The State of Texas

Secretary of State

FEB. 28, 1994

LLOYD H. CARLL  
1610 WOODSTEAD CT., STE. 350  
THE WOODLANDS ,TX 77380

RE:  
OAK CREST ESTATE PROPERTY OWNER'S ASSOCIATION  
CHARTER NUMBER 01302725-01

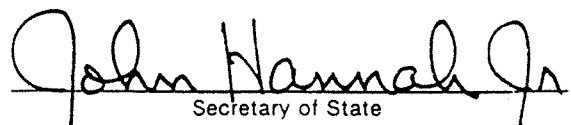
IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

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



VERY TRULY YOURS,

  
Secretary of State



The State of Texas  
Secretary of State

CERTIFICATE OF INCORPORATION  
OF

OAK CREST ESTATE PROPERTY OWNER'S ASSOCIATION  
CHARTER NUMBER 01302725

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

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE  
THE USE OF A CORPORATE 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 FEB. 24, 1994



*John Hannah Jr*  
Secretary of State

FEB 24 1994

Corporations Section

**ARTICLES OF INCORPORATION  
OF**

**OAK CREST ESTATES PROPERTY OWNERS' ASSOCIATION**

I, the undersigned natural person over the age of eighteen years, acting as the incorporator, adopt the following Articles of Incorporation of **OAK CREST ESTATES PROPERTY OWNERS' ASSOCIATION** (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as an "Act"):

**ARTICLE 1**

The name of the Corporation is **OAK CREST ESTATES PROPERTY OWNERS' ASSOCIATION**.

**ARTICLE 2**

**NON-PROFIT CORPORATION**

The Corporation is a non-profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to the State of Texas or an organization exempt from taxes under the Internal Revenue Code Section 501(c)(3) for one or more purposes that are exempt under the Texas franchise tax.

**ARTICLE 3**

**DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE 4**

**PURPOSES**

The purpose for which this Corporation is organized is to act as a property owners' association for The Ranches at Pinehurst development located in Montgomery County, Texas.

## ARTICLE 5

### POWERS

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems necessary, appropriate, or convenient relating to the management of the Corporation, including, but not limited to, the powers to:

Have a succession to its Corporate name.

Make and alter Bylaws.

Have and alter a Corporate seal, and use the seal by causing it or a facsimile to be impressed on, affixed to, or reproduced in any manner or on instruments required to be executed by the Corporation's officer.

Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.

Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property.

Lease Corporate property for any purpose, and enter into any covenants and agreements relating to the leased property or any improvements that may be erected on the property.

Borrow money on behalf of the Corporation from any person, firm, or corporation for any Corporate purpose. However, the Corporation shall not borrow money from an officer or director without the approval of the Board of Directors, not including the vote of any director who is involved in the transaction in a personal capacity.

Make contracts, incur liabilities and secure obligations by mortgage or pledge of Corporate property and income.

Elect or appoint officers and agents of the Corporation for any period of time, define their duties, and fix their compensation.

Make and alter Bylaws, not inconsistent with these Articles of Incorporation or the laws of the State, for

the administration and regulation of the Corporation's affairs.

Make donations for the public welfare or charitable, scientific or educational purposes.

Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by any of them as a Corporate expense.

Commence or defend any litigation in the Corporate name with respect to the Corporation or any Corporate property, at the expense of the Corporation.

Compromise, participate in mediation, submit to arbitration, release with or without consideration, extend time for payment, and otherwise adjust any claim in favor of or against the Corporation.

Cease the Corporation's activities and terminate its existence by voluntary dissolution.

Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporate property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of the powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

## ARTICLE 6

### RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above.

The Corporation shall have no power to take any action that

would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.

Serve a private interest other than one that is clearly incidental to an overriding public interest.

Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member

of the Corporation or any private individual.

Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

#### **ARTICLE 7**

##### **MEMBERSHIP**

The Corporation shall have one or more classes of members as provided in the Bylaws of the Corporation.

#### **ARTICLE 8**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 40326 Community Lane, Magnolia, Texas 77355. The name of the initial registered agent at this office is DON DEAN.

#### **ARTICLE 9**

##### **BOARD OF DIRECTORS**

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to as the "Board of Directors") shall be provided in the Bylaws. The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased by adoption or amendment of the Bylaws but in no event shall be fewer than three (3). In electing directors, members shall not be permitted to cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
DON DEAN	Post Office Box 299 Pinehurst, Texas 77362
BILL DEAN	2847 San Felipe, Suite 2440 Houston, Texas 77057
TED DEAN	Post Office Box 299 Pinehurst, Texas 77362

**ARTICLE 10**

**LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

**ARTICLE 11**

**CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.


**ARTICLE 12**

**INCORPORATORS**

The name and street address of the incorporator is:

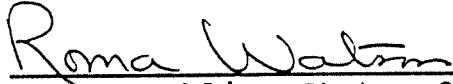
Lloyd H. Carll  
CARLL & ASSOCIATES  
1610 Woodstead Court, Suite 350  
The Woodlands, Texas 77380

I execute these Articles of Incorporation on this the 23<sup>rd</sup> day  
of February, 1994.

  
LLOYD H. CARLL, Incorporator

STATE OF TEXAS            {  
  {    ss.  
COUNTY OF MONTGOMERY {

This instrument was acknowledged and sworn to before me  
on this 23<sup>rd</sup> day of February, 1994.

  
Notary Public, State of Texas  
Printed Name:  
My Commission Expires:

