



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for KENSWICK MEADOWS COMMUNITY ASSOCIATION, INC. (filing number: 800481819), a Domestic Nonprofit Corporation, was filed in this office on April 19, 2005.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 01, 2005.



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

**ARTICLES OF INCORPORATION
OF THE
KENSWICK MEADOWS COMMUNITY ASSOCIATION, INC.**

FILED
In the Office of the
Secretary of State of Texas

APR 19 2005

Corporations Section

WE, the undersigned natural persons of the age of eighteen (18) years or more, at least two 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 of such corporation:

ARTICLE I

The name of the corporation is KENSWICK MEADOWS COMMUNITY ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Association is organized are: to provide for maintenance, preservation and architectural control of the residential lots and Common Area, if any, within KENSWICK MEADOWS a residential subdivision in Harris County, Texas, or any other areas created by the dedication of additional property to the said subdivision (herein called the "Property" or "development"), by the Developer and to promote the health, safety and welfare of the residents within the above described property and any addition thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the above described property which have been or will be recorded in the Official Public Records of Real Property of Harris County, Texas;
- (b) fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Restrictions, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;
- (c) 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 Association;

(d) 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, only with the approval of two-thirds (2/3) of the lot owners, excluding the (Declarant).

(e) dedicate, sell, or transfer all or any part of the Common Area, if any, to any public agency, authority or may be agreed to by the members. No such dedication nor transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members authorizing the Directors to act in behalf of the members for the purpose of accomplishing such dedication, sale or transfer;

(f) notwithstanding the foregoing, the Board of Directors may from time to time without authorization of the membership, grant or dedicate easements with respect to the Common Area, if any, as may be necessary or convenient to provide or assist in utility service to the Property;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, if any, provided that any such merger, consolidation, or annexation shall have the assent to two-thirds (2/3) of each class of members; however, upon submission and approval of the Federal Housing Administration and/or Veterans Administration of a general plan of the entire development of KENSWICK MEADOWS and general submittal of each stage or section of the development to the Federal Housing Administration and/or Veterans Administration, the Association will and/or the Developer of KENSWICK MEADOWS may unilaterally annex such additional stages or sections of KENSWICK MEADOWS by the Board of Directors of the Association without such approval by two-thirds (2/3) of each class of membership;

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

ARTICLE V

The street address of the initial registered office of the Corporation is 4210 Spicewood Springs, Suite 200, Austin, Texas 78759, and the name of the initial registered agent at such address is Charles A. Claiborne.

ARTICLE VI

The name and street address of each incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|---|
| Jill A. Marsh | 4210 Spicewood Springs Road, Suite 200 Austin, Texas 78759 |
| Christopher A. Claiborne | 4210 Spicewood Springs Road, Suite 200 Austin, Texas 78759 |
| Charles A. Claiborne | 4210 Spicewood Springs Road, Suite 200 Austin, TX 78759 |

ARTICLE VII

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners with the exception of the Developer of KENSWICK MEADOWS and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B members shall be the Developer of KENSWICK MEADOWS and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following event whichever occurs earlier:

- (a) When the total votes outstanding in Class A membership equal the total votes outstanding in Class B membership, including duly annexed areas, or
- (b) On the first day of January, 2012.

ARTICLE VIII

The affairs of this Association shall be managed by a board of three (3) directors, who need not be members of the Association. The number of directors may be increased by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until selection of their successors are:

| | |
|---------------|---|
| Jill A. Marsh | 4210 Spicewood Springs Road, Suite 200 Austin, Texas 78759 |
|---------------|---|

Christopher A. Claiborne 4210 Spicewood Springs Road, Suite 200
Austin, Texas 78759

Charles A. Claiborne 4210 Spicewood Springs Road, Suite 200
Austin, TX 78759

At the first annual meeting the members shall elect one (1) director for a term of two (2) years and two (2) directors for terms of three (3) years, and at each annual meeting thereafter the members shall elect directors for terms of two (2) years, as may be needed.

ARTICLE IX

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be used for similar purposes.

ARTICLE X

Amendment of these articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XI

Subject to the provisions of preceding Article IV, as long as there is a Class B membership, the following acts will require the prior approval of the Federal Housing Administration or Veterans Administration: annexation of additional properties, mergers and consolidation, and the dissolution and amendment of these articles, mortgaging of Common Area, if any, and dedication of Common Area, if any.

IN WITNESS WHEREOF, we have hereunto set out hands this the 11th day of April, 2005.

Jill A. Marsh
by: Jill A. Marsh

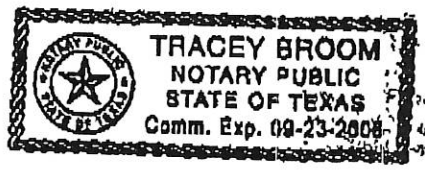
Chris Claiborne
by: Chris Claiborne

Chill
by: Charles A. Cleburne

STATE OF TEXAS <
<
COUNTY OF Harris <

I, Tracey Broom, a Notary Public do hereby certify that on the 12 day of April, 2005 personally appeared Sill A. Marsh, Christopher A. Carlson and Charles A. Cleburne, who each being by me first duly sworn severally declared that they are the persons who signed the foregoing documents 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 first above written.



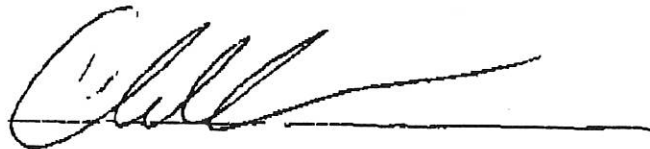
[Signature]
Notary Public in and for the State of Texas
Comm. end 9/23/08

Office of the Secretary of State
Corporations Section
Statutory Filings Division
P O Box 13697
Austin, Texas 78711-3697

To whom it may concern:

I, Charles A. Claiborne, as manager of Kenswick Meadows, LLC, give permission to Kenswick Meadows Community Association, Inc. to use the name Kenswick Meadows Community Association, Inc.

Signed,

A handwritten signature in black ink, appearing to read 'C. Claiborne', written over a horizontal line.

Name: Charles A. Claiborne

Manager