

**BYLAWS OF
LAKEVILLE COMMUNITY ASSOCIATION, INC.
a Non-Profit Corporation**

Lakeville Community Association, Inc. (the "Association"), is the association referred in the Declaration of Covenants, Conditions and Restrictions for Lakeville filed or to be filed in the Official Public Records of Real Property of Harris County, Texas (the "Declaration"). Terms used in these Bylaws shall have the same meanings given to them in the Declaration, unless otherwise specifically provided herein. In the event of any conflict between the terms and provisions of these Bylaws and the Declaration, the Declaration shall control.

ARTICLE I

OFFICES

Section One. Principal Office. The principal office of the Association in the State of Texas shall be located at 2030 North Loop West, Suite 100, in the City of Houston, Harris County, Texas 77018.

Section Two. Other Offices. The Association may have such other offices either within or without Harris County, Texas as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE II

MEMBERS, MEETINGS AND VOTING RIGHTS

Section One. Members. Each Owner of a Lot in Lakeville shall be a Member of the Association and such membership shall terminate automatically when such ownership ceases. Upon the transfer of ownership of a Lot, the new Owner thereof shall, concurrently with such transfer, become a Member of the Association. No Member shall have any right or interest in the assets of the Association, including, without limitation, any right to distribution of assets in the event of the liquidation, dissolution or winding up of the Association, whether voluntary or involuntary. There shall be two (2) classes of membership in the Association, as provided in the Declaration. Class B membership shall cease and be converted to Class A membership as provided in the Declaration.

Section Two. Member in Good Standing. "Member in Good Standing" shall mean and refer to Declarant and (a) a Member who is not delinquent in the payment of any assessment levied by the Association against his Lot, or any interest, late charges, costs, or reasonable attorney's fees added to such assessment under the provisions of the Declaration or as provided by law, (b) a Member who does not have any condition of his Lot which violates any provision of the Declaration, which has progressed to the stage of a certified demand for compliance by the Association, or beyond, and which remains unresolved as of the date of determination of the Owner's standing, and (c) a Member who has not failed to comply with all terms of a judgment obtained against the Member by the Association, including the payment of all sums due to the Association by virtue of such judgment. A Member who is not in good standing is not entitled to vote at any meeting of the Members of the Association. No formal action by the Board of Directors to suspend the voting rights of a Member who is not in good standing is required.

Section Three. Voting Rights. Each Member other than Declarant shall be entitled to one (1) vote per Lot owned on each matter submitted to a vote of the Members. Declarant shall be

56-6-999

entitled to five (5) votes per Lot owned on each matter submitted to a vote of the Members. With the exception of Declarant, no Owner shall be entitled to vote at any meeting of the Association until such Owner has presented evidence of ownership of a Lot in the subdivision to the Secretary of the Association. In the event that ownership interests in a Lot are owned by more than one (1) Member of the Association, such Members shall exercise their right to vote in such manner as they may among themselves determine, but in no event shall more than one (1) vote be cast for each Lot. Such Members shall appoint one of them as the Member who shall be entitled to exercise the vote of that Lot at any meeting of the Association. Such designation shall be made in writing to the Board of Directors and shall be revocable at any time by actual written notice to the Board. The Board shall be entitled to rely on any such designation until written notice revoking such designation is received by the Board. In the event that a Lot is owned by more than one (1) Member of the Association, and no single Member is designated to vote on behalf of the Members having an ownership interest in such Lot, then the Member exercising the vote for the Lot shall be deemed to be designated to vote on behalf of the Members having an ownership interest in the Lot. All Members of the Association may attend meetings of the Association and all Members may exercise their vote at such meetings either in person or proxy. Fractional votes and split votes will not be permitted. The decision of the Board of Directors as to the number of votes which any Member is entitled to cast, based upon the number of Lots owned by him, shall be final.

Section Four. Annual Meetings. After the election of the First Elected Board, as provided in Article III, Section 2, of these ByLaws, an annual meeting of the Members shall be held at the principal office of the Association or at such other place as may be designated in writing by the Board in the month of May of each year on the day and at the hour specified in the notice, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Section Five. Special Meetings. Special meetings of the Members may be called at any time by the President, a majority of the Board of Directors, or Members in Good Standing representing not less than twenty percent (20%) of the Lots in the Subdivision.

Section Six. Place of Meeting. The Board of Directors may designate any place within Harris County, Texas as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Association; but if all of the Members in Good Standing shall meet at any time and place in Harris County, State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section Seven. Notice of Meetings. Notice stating the place, day, and hour of any meeting of Members shall be delivered either personally, by mail, by facsimile or by email to each Member entitled to vote at such meeting, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President or the Secretary. Notice by mail may include a printed notice in the Association's newsletter so long as copies of the newsletter are mailed to all Members within the time period specified herein. The purpose or purposes for which the meeting is called shall be stated in the notice. Notice to a Member by facsimile or email must be sent to the facsimile number or the email address provided to the Association in writing by that Member. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Association, with postage thereon prepaid. If faxed, the notice of a meeting shall be deemed to be delivered as of the date and time reflected in the written confirmation that the facsimile was successfully transmitted. If

emailed, the notice of meeting shall be deemed to be delivered as of the date and time shown on a confirmation that the email was transmitted or, if the Association's email system does not provide such a confirmation, the date and time shown on a confirmation that the email was opened. For the purpose of determining Members entitled to notice of a meeting, the membership of the Association shall be determined at the close of business on the date that is seven (7) days prior to the date the notice of meeting is first given.

Section Eight. Unanimous Consent. Any action required by law to be taken at a meeting of the Members, or any action that may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Section Nine. Quorum. The Members in Good Standing (present in person or by proxy) holding twenty percent (20%) of the total number of votes in the Association shall constitute a quorum at any meeting of Members. Once a quorum is established, the meeting shall be validly called and held and the quorum may not be defeated by the subsequent departure of a Member. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn and reconvene the meeting from time to time without further notice, until a quorum shall be present or represented. At such reconvened meetings, at which a quorum shall be present or represented by proxy, any business may be transacted as was set out in the notification of the original meeting.

Section Ten: Proxies. At any meeting of Members, a Member in Good Standing may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. Proxies shall be filed with the Secretary of the Association at or before the appointed time of each meeting of the Association. All proxies shall be revocable unless expressly provided therein, and shall automatically terminate upon conveyance by the Owner of his Lot.

Section Eleven. Majority Vote. Except as otherwise provided by law, in the Declaration or in these Bylaws, all action to be taken or authorized by the Members shall be deemed validly taken or authorized upon the approval of a majority of the votes entitled to be cast by the Members in Good Standing present, or represented by proxy, at a meeting at which a quorum is present.

Section Twelve. Cumulative Voting. At all meetings of the Association, cumulative voting shall not be permitted.

Section Thirteen. Record Date. The record date for determining the Members entitled to vote at a Members' meeting shall be the close of business on the day preceding the date of the meeting.

ARTICLE III

BOARD OF DIRECTORS

Section One. Number, Qualification and Nomination. Until the meeting at which the First Elected Board is elected, the Board of Directors shall consist of three (3) persons; thereafter, the Board of Directors shall consist of five (5) persons. Until the election of the First Elected Board, none of the Directors need be Members of the Association. Thereafter, a Director must be a Member in Good Standing of the Association or the representative of a corporation or other entity which is a Member in Good Standing of the Association. With the exception of Declarant, not more than one (1) representative of a corporation or other entity that is Member in Good Standing may serve on the Board at any given time. Nominations for election to the First Elected Board shall be made by the Appointed Board. Nominations may also be made from the floor at the First Meeting

566-63-713

of the Members of the Association. Thereafter, nominations for election to the Board of Directors shall be made by a nominating committee, if such a committee is appointed by the Board, and from the floor at the annual meeting of the Members of the Association.

Section Two. Appointment/Election. The Declarant identified in the Declaration shall appoint, dismiss and reappoint all of the members of the Board of Directors until the First Meeting of the Members of the Association is held in accordance with the provisions of this section and a Board of Directors is elected. Any Board of Directors appointed by Declarant (the "Appointed Board") may engage the Declarant or any entity, whether or not affiliated with Declarant, to perform the day to day functions of the Association. The First Meeting of the Members of the Association shall be held when called by the Appointed Board upon no less than ten (10) and no more than fifty (50) days prior written notice to the Members. Such written notice may be given at any time but must be given not later than thirty (30) days after the seventh (7th) anniversary date of the recording of the Declaration. The "First Elected Board" shall be elected at the First Meeting of the Members of the Association. Two (2) Directors shall be elected for a term of three (3) years each; two (2) Directors shall be elected for a term of (2) years each, and one (1) Director shall be elected for a term of one (1) year. Thereafter, at the annual meeting of the Members, the Members shall elect the number of Directors necessary to fill the positions of the Directors whose terms have expired at the time of the annual meeting, each to serve a term of three (3) years. Members may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of these ByLaws. The nominees receiving the highest number of votes shall be elected. All votes shall be cast by written ballot unless there is only one (1) candidate for a particular position, in which event the candidate may be elected by acclamation.

Section Three. Removal and Vacancies. Except for a member of an Appointed Board who may be removed at the discretion of the Declarant, any Director may be removed from the Board, with or without cause, by the affirmative vote of Members in Good Standing representing two-thirds (2/3) of the votes in the Association entitled to be cast at a special meeting called for such purpose or at an annual meeting. In such event, a successor for such removed Director shall be elected by a majority vote of the Members in Good Standing present in person or by proxy at such meeting. If a Director (other than a Member of the Appointed Board) ceases to be a Member in Good Standing, his position on the Board shall cease upon the expiration of thirty (30) days from the date of written notice thereof by the Association, unless within such thirty (30) day period the Director shall be reinstated as a Member in Good Standing. Vacancies in the Board of Directors caused by reasons other than removal shall be filled by the remaining Directors. A Director elected or appointed to fill a vacancy created on the Board shall serve for the unexpired term of his predecessor. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or at a special meeting called for such purpose. The Directors elected to fill such newly created positions shall serve for the term that would bring about the distribution of Directors as described in Section Two of this Article III.

Section Four. Meetings. A regular or special meeting of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call meetings of the Board may fix any place, within Harris County, Texas, as the place for holding any meeting of the Board.

Section Five. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) and not more than thirty (30) days prior to the date of the meeting by written notice delivered personally or sent by mail, telegram, facsimile or email to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be

delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid at the address of the Director according to the records of the Association. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice by facsimile or email must be sent to the facsimile number or the email address provided to the Association in writing by that Director. If notice is given by a facsimile, such notice shall be deemed to be delivered as of the date and time reflected in the written confirmation that the facsimile was successfully transmitted. If emailed, the notice of meeting shall be deemed to be delivered as of the date and time shown on a confirmation that that email was transmitted or, if the Association's email system does not provide such a confirmation, the date and time shown on a confirmation that the email was opened. Any Director may waive notice of any meeting before or after the meeting by signed, written waiver. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting must be specified in the notice or waiver of notice of any special meeting.

Section Six. Quorum: Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The acts approved by a majority of those present at a duly called meeting at which a quorum was present shall constitute the acts of the Board, unless the act of a greater number is required by law or by these ByLaws. The Directors may vote at any meeting of Directors by proxy executed in writing.

Section Seven. Compensation. Directors shall not receive any compensation for their services, but shall be reimbursed for reasonable expenses incurred while serving in such capacity.

Section Eight. Indemnification. The Association shall indemnify a Director who was, is or is threatened to be named as a defendant or respondent in a proceeding to the extent indemnification is consistent with Section 2.22A of the Texas Non-Profit Corporation Act, as such section now exist or may hereafter be amended.

Section Nine. Unanimous Consent by Directors. The Directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval of all of the Directors. Any actions so approved shall have the same effect as though taken at a meeting of the Directors.

Section Ten. Powers and Duties. All of the powers, authority and duties of the Association existing under the Texas Non-Profit Corporation Act, the Texas Property Code, the Declaration and these ByLaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Members when such is specifically required by law, the Declaration or these ByLaws.

Section Eleven. Order of Business. At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board may determine. At each meeting of the Board of Directors, a Chairman shall be chosen by the Board from among the Directors present to preside over the meeting. The Secretary of the Association shall act as Secretary of the meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section Twelve. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action unless his dissent shall be entered in the minutes of the meeting or unless he

shall file his written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV

OFFICERS

Section One. Officers. The officers of the Association shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The functions of the Treasurer, Secretary and Assistant Treasurers and Assistant Secretaries, if any, may be delegated to any authorized agent or agents of the Association by the vote of the Board of Directors.

Section Two. Election and Term of Office. The officers of the Association shall be elected annually by the Board of Directors immediately following, or as soon as is practical after, the adjournment of the annual meeting of the Members of the Association. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold the office until his successor shall have been duly elected and shall have been qualified.

Section Three. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed.

Section Four. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section Five. President. The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. He shall preside at all meetings of the Members. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these ByLaws or by statute to some other officer or agent of the Association; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section Six. Vice-President. In the absence of the President or in the event of his inability or refusal to act, the Vice-President(s) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If more than one Vice-President is elected, the Board of Directors shall designate who is First Vice-President, who is the Second Vice-President, etc. The

authority to act for the President shall vest to the Vice-Presidents in the order of their numerical designation by the Board of Directors, or, if none, by the chronological order of their election as Vice-Presidents.

Section Seven. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties from time to time as may be assigned to him by the President or by the Board of Directors.

Section Eight. Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these ByLaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provision of these ByLaws; keep a register of the address of each Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section Nine. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Directors.

Section Ten. Compensation. Officers of the Association shall not receive any compensation for their services but shall be reimbursed for reasonable expenses incurred while serving in such capacities. This provision shall not preclude the Board from employing a Director or officer as an employee of the Association nor preclude the Board from contracting with a Director or officer for the management of the subdivision.

ARTICLE V

COMMITTEES

In addition to the committees provided for in the Declaration and these ByLaws, the Board of Directors may designate one or more committees, each of which shall consist of two (2) or more Members, which committees, to the extent provided in said resolution, shall have and exercise the authority delegated to it by the Board of Directors of the Association; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed on it or him by law.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these ByLaws, to

212103-905

enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

Section Two. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or any Assistant Treasurer and countersigned by the President or a Vice-President of the Association.

Section Three. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may elect.

Section Four. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Association.

ARTICLE VII

MISCELLANEOUS

Section One. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record of the names and addresses of the Members of the Association. All books and records of the Association may be inspected by and at the expense of any Member, or his agent or attorney, at a reasonable time upon the submission of a written request stating a proper purpose of the request. Only the books and records relevant to the stated purpose of the request need be made available for inspection.

Section Two. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the ByLaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

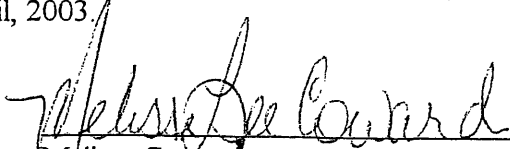
ARTICLE VIII

AMENDMENTS


Section One. Power of Directors to Amend ByLaws. Prior to the election of the First Elected Board, the ByLaws of this Association may be amended, repealed or added to, or new ByLaws may be adopted, by the vote or written consent of a majority of the members of the Board of Directors.

Section Two. Power of Members to Amend ByLaws. After the election of the First Elected Board, the ByLaws of this Association may be amended, repealed or added to, or new ByLaws may be adopted, by the vote or written consent of a majority of the Members in Good Standing present in person or by proxy at a meeting duly called for that purpose at which a quorum is present.

IN WITNESS WHEREOF, we, being all of the members of the initial Board of Directors of LAKEVILLE COMMUNITY ASSOCIATION, INC. specified in the Articles of Incorporation, have hereunto set our hands this 10th day of April, 2003.


Melissa Coward

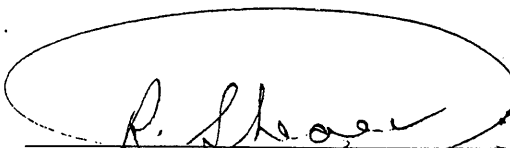

Keith Radcliffe


Reza Shoaee

CERTIFICATION

The undersigned, being the elected and acting Secretary of Lakeville Community Association, Inc., hereby certifies that the foregoing Bylaws constitute the original Bylaws of the Association adopted by the Board of Directors at a meeting duly called and held on April __, 2003.

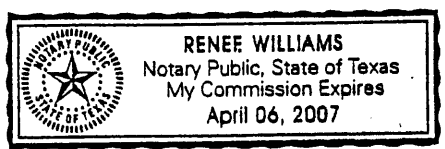
Executed on this 10th day of April, 2003.



Reza Shoaee, Secretary

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, a notary public, on this day personally appeared Reza Shoaee, Secretary of Lakeville Community Association, Inc., 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 executed this document for the purposes and in the capacity herein expressed.

Given under my hand and seal of office this 10 day of April, 2003.




Notary Public in and for the State of Texas

566-69-995

COPY

FILED
In the Office of the
Secretary of State of Texas

MAR 21 2003

ARTICLES OF INCORPORATION
OF
LAKEVILLE COMMUNITY ASSOCIATION, INC. Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, and 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 (hereinafter called the "Association"):

ARTICLE I

Corporate Name

The Association shall be known as Lakeville Community Association, Inc. and by and under such name it shall conduct and transact all of its business.

ARTICLE II

Corporate Address and Agent

The street address of the Association's initial registered office is 1616 South Voss Road, Suite 500, Houston, Texas 77057, and the name of its initial registered agent at such address is Rick S. Butler.

ARTICLE III

Corporate Status

The Association is a non-profit corporation.

ARTICLE IV

Purpose and Powers of the Association

The Association is formed for the purposes of providing for the maintenance and preservation of properties within Lakeville, a residential subdivision located in Harris County, Texas, and such other properties that may be annexed thereto and subjected to the jurisdiction of the Association, and promoting the welfare of the lot owners within such subdivision and for these purposes to:

- (a) enter into contracts for the purpose of providing services for the benefit, use, or enjoyment to owners in general, including but not by way of limitation, landscaping improvements and maintenance;
- (b) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in any contract;
- (c) fix, levy, collect and enforce payment by any lawful means, all charges or assessments payable to the Association pursuant to the Declaration of

566-63-728

Covenants, Conditions and Restrictions for Lakeville and any amendments or supplements thereto;

- (d) pay all office and other expenses incident to the conduct of the business of the Association, including management fees, if any, and all taxes or governmental charges levied against or imposed upon the property of the Association;
- (e) 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 Association;
- (f) borrow money and mortgage, pledge, deed in trust or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;
- (g) dedicate, sell or transfer all or any part of the common areas and facilities owned by the Association, if any, to any public agency, authority, utility, person or entity, for such purposes and subject to such conditions as may be agreed to by the Board of Directors, provided that no conveyance of any common areas or facilities other than the granting of utility easement shall be permitted except to a public entity established for similar purposes as the Association or which shall be dedicated to the preservation of community purposes and interest and which is capable of maintaining and agreeing to maintain the same;
- (h) participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
- (i) establish and enforce rules and regulations governing the use, operation, maintenance, control, and disposition of property to which the Association holds title or to which control is vested in the Association, if any; and
- (j) exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act or any other laws of the State of Texas may now or hereafter have or exercise or which are granted to property owners' associations by the Texas Property Code.

ARTICLE V

Membership

The Members of the Association shall be the record owner, whether one or more persons or entities, of a fee simple title to any lot located in Lakeville, a residential subdivision in Harris

566-63-721

County, Texas, (and any lot in any other residential subdivision hereafter annexed to Lakeville) including a contract seller, but excluding those having such interest merely as security for the performance of an obligation. The rights of Members are subject to (a) the payment of any assessments as set forth in the Declaration of Covenants, Conditions and Restrictions for Lakeville, (hereinafter referred to as the "Declaration"), and (b) compliance with the provisions of the Declaration, which Declaration is, or will hereafter be, filed of record in the Official Public Records of Real Property of Harris County, Texas. The voting and other membership rights of any Member shall be automatically suspended without action of the Board of Directors during any period when such Member shall have failed to pay any assessment then due and payable; but, upon payment of such assessment, the Member's rights and privileges shall be automatically restored. In addition, the voting or other membership rights of any Member may be suspended by action of the Board of Directors for a period not to exceed sixty (60) days, if any Member, any member of his family, his tenants, or the guests of any thereof shall violate the provisions of the Declaration, unless the violation is ongoing, in which event the voting and other membership rights of the Member may be suspended for as long as the violation exists plus an additional sixty (60) days from the date the violation is corrected.

ARTICLE VI

Board of Directors

The affairs of the Association shall be managed by a Board of Directors composed of such number of persons and for such terms as may be fixed by the Bylaws of the Association. The Directors shall continue to serve until their successors are selected and qualified in the manner provided in the Bylaws of the Association. The names and addresses of the persons who are to serve as the initial Directors and constitute the initial Board of Directors of the Association until such time as their successors have been qualified to serve are:

<u>Name</u>	<u>Address</u>
Ms. Melissa Cowart	2030 North Loop West, Suite 100 Houston, Texas 77018
Mr. Keith Radcliff	2030 North Loop West, Suite 100 Houston, Texas 77018
Mr. Reza Shoae	2030 North Loop West, Suite 100 Houston, Texas 77018

ARTICLE VII

Amendments

Amendment of these Articles shall require the affirmative vote of Members representing not less than two-thirds ($\frac{2}{3}$) of the Members at a meeting called for that purpose.

ARTICLE VIII

Duration

The Association shall exist perpetually.

ARTICLE IX

Dissolution

The Association may be dissolved upon the affirmative vote of not less than seventy-five percent (75%) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall be granted, conveyed and assigned to any non-profit corporations, associations or other organizations deemed by the Board of Directors of the Association to be appropriate, to be devoted to similar purposes.

ARTICLE X

Contracts

The Association may enter into contracts or transact business with one or more of its Directors or officers, or with any firm of which one or more of its Directors or officers are members or employees, or in which they are otherwise interested, or with any corporation or association on which any of its Directors or officers are stockholders, Directors, officers, members, employees or otherwise interested; and no contract or other transaction between the Association and any firm of which one or more of its Directors, officers, or employees are otherwise interested, shall be void or voidable or otherwise affected by reason of such Directorship or office of the Association or such interest in such other firm, corporation or association, notwithstanding that such other Director or Directors, having such interest are present and counted in determining the existence of a quorum at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, and notwithstanding that the vote of such Director or Directors having such interest shall have been necessary to authorize, approve, ratify, or otherwise obligate the Association upon such contract or transaction, provided, that the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve or ratify such contract

or transaction by vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. Nor shall any Director or officer be liable to account to this Association for any profits realized by or from or through any such transaction or contract of the Association by reason of such Directorship, office or interest. Nothing herein contained shall create liability in the events described or present the authorization, approval or ratification of such contracts or transactions in any other manner permitted by law. This Article shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE XI

Indemnification

The Association shall indemnify any and all persons who may serve or who have served at any time as Directors or officers against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them or any of them, by reason of being or having been Directors or officers or a Director or officer of the Association.

Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaws, agreement, or otherwise.

The Association may purchase and maintain insurance on behalf of any person who holds or who has held any position of office or Director as specified above, against any liability incurred by him in any such position, or arising out of his status as such.

ARTICLE XII

Incorporator

The name and street address of the incorporator is:

Name

Address

Rick S. Butler

1616 South Voss Road, Suite 500
Houston, Texas 77057

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation on this the 13th day of March, 2003.

Rick S. Butler

Rick S. Butler

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

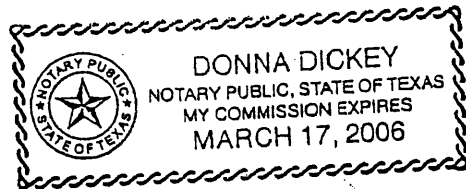
I, the undersigned authority, a Notary Public in and for the State of Texas, do hereby certify that on the 13th day of March, 2003, personally appeared RICK S. BUTLER, who being by me first duly sworn, declared that he is the person who signed the foregoing Articles of Incorporation as incorporator and that the statements set forth in the Articles of Incorporation are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year when written.

Donna Dickey
NOTARY PUBLIC - STATE OF TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

APR 25 2003



Beverly B. Keymead
COUNTY CLERK
HARRIS COUNTY, TEXAS

FILED
MAR 25 2003
HARRIS COUNTY, TEXAS

566-63-725