

ARTICLES OF INCORPORATION

OF

WATERVIEW ESTATES
OWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

JUN 16 2004

Corporations Section

Corporate Name

1. The name of the corporation is WATERVIEW ESTATES OWNERS ASSOCIATION, INC., referred to as the "Association".

Legal Status

2. The Association is a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act.

Duration

3. The period of the duration of the Association is perpetual.

Purposes

4. The purposes for which the Association is formed are:

(a) Specifically and primarily to provide an organization consisting of the owners of a residential planned unit single family and commercial mixed usage subdivision in order to provide for the management, maintenance, preservation, and architectural control of the subdivision located in Fort Bend County, Texas, and more particularly described in the Declaration recorded in the Office of the County Clerk of Fort Bend County, Texas.

(b) Generally:

(i) To promote the welfare of the owners of the subdivision.

(ii) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Board of Directors as set forth in the Declaration and By-Laws.

(iii) To fix, levy, collect, and enforce payment of any charges or assessments as set forth in the Declarations governing the community and to pay all expenses in connection with such charges or assessments, all office expenses, and all other expenses incidental 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.

(iv) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, 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.

(v) To borrow money, 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.

(vi) To have and to exercise any and all powers, rights, and privileges that a corporation organized under the Texas Non-Profit Corporation Act by law may now or at a later time have or exercise.

(vii) To act in the capacity of principal, agent, joint venturer, partner, or otherwise.

(c) Notwithstanding any of the above statements or purposes, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

5. BY ACCEPTING TITLE TO THEIR LOT OR TRACT OF LAND, EACH OWNER FOR HIMSELF, HIS FAMILY GUESTS, INVITEES, TENANTS, SUCCESSORS, AND ASSIGNS HEREBY RELEASES THE DEVELOPER, THE ASSOCIATION, THE ASSOCIATION BOARD OF DIRECTORS, ALL MANAGEMENT COMPANIES, AND ALL BUILDERS OF ANY AND ALL LIABILITY AND ANY AND ALL CLAIMS OF WHATSOEVER NATURE, HOWSOEVER OCCURRING, KNOWN OR UNKNOWN, FORESEEABLE OR UNFORESEEABLE, NEGLIGENCE, GROSS NEGLIGENCE, OR INTENTIONAL CONDUCT, INCLUDING, BUT NOT LIMITED TO, CLAIMS FOR DAMAGE, INJURY OR LOSS TO PERSONS OR PROPERTY, RESULTING FROM CRIMINAL ACTIVITY, VANDALISM, OR ANY OTHER. EVENT GUARDS OR PATROL SERVICE ARE DESIGNED TO DETER, IT BEING AGREED THAT THE ASSOCIATION AND ITS DEVELOPER AND ITS CONTRACT VENDORS CANNOT PREVENT SUCH OCCURRENCES AND THAT EACH LOT OWNER, THEIR FAMILY, GUESTS, INVITEES, AND TENANTS SHALL BE RESPONSIBLE FOR THEIR OWN SAFETY AND THE SAFETY OF THEIR PROPERTY AND HAS THE OPTION OF OBTAINING THIRD PARTY INSURANCE FOR SAME.

Initial Registered Office and Agent

6. The street address of the initial registered office of the Association is 2450 Fondren, Suite 210, Houston, Harris County, Texas 77063, and the name of its initial registered agent is Bruce Grover.

Board of Directors

7. The affairs of Association shall be managed by a Board of Directors. The number of Directors constituting the initial Board is three (3). The number of Directors maybe increased to five (5) by the Board of Directors.

The names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Bruce Grover	2450 Fondren, Suite 210, Houston, Texas 77063
Ryan Niles	2450 Fondren, Suite 210, Houston, Texas 77063
Suzanne Grover	2450 Fondren, Suite 210, Houston, Texas 77063

Incorporators

8. The names and street addresses of the incorporators of this Association are:

<u>Name</u>	<u>Address</u>
Bruce Grover	2450 Fondren, Suite 210, Houston, Texas 77063
Ryan Niles	2450 Fondren, Suite 210, Houston, Texas 77063
Suzanne Grover	2450 Fondren, Suite 210, Houston, Texas 77063


This Amendment was approved by the Association Board of Directors, before any memberships were issued.

2004.

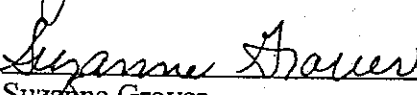
IN WITNESS WHEREOF, we have set our hands, this 14th day of June,



Bruce Grover



Ryan Niles

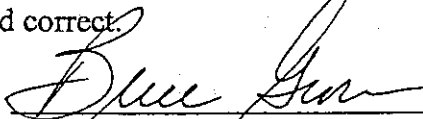


Suzanne Grover

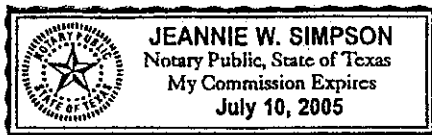
STATE OF TEXAS §

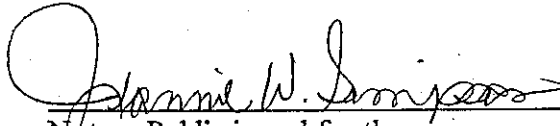
COUNTY OF HARRIS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Bruce Grover, who being by me duly sworn on oath deposed and said that he has read the above Articles of Incorporation and that every statement contained in the Amended Articles of Incorporation is within his personal knowledge and is true and correct.


Bruce Grover

SUBSCRIBED AND SWORN TO BEFORE ME, on the 14th day of June, 2004 to certify which witness my hand and official seal.

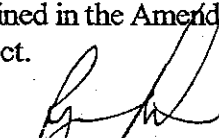



Notary Public in and for the
State of Texas

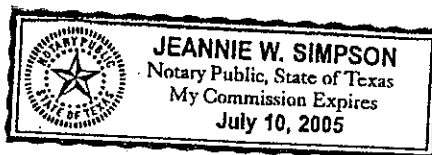
STATE OF TEXAS §

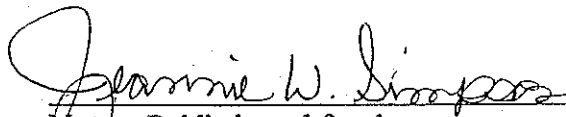
COUNTY OF HARRIS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Ryan Niles who being by me duly sworn on oath deposed and said that he has read the above Articles of Incorporation and that every statement contained in the Amended Articles of Incorporation is within his personal knowledge and is true and correct.


Ryan Niles

SUBSCRIBED AND SWORN TO BEFORE ME, on the 14th day of June, 2004 to certify which witness my hand and official seal.




Notary Public in and for the
State of Texas

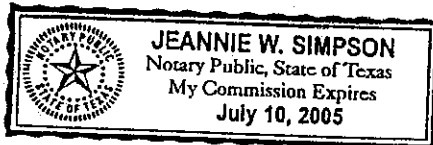
STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned Notary Public, on this day personally appeared Suzanne Grover, who being by me duly sworn on oath deposed and said that she has read the above Articles of Incorporation and that every statement contained in the Amended Articles of Incorporation is within her personal knowledge and is true and correct.

Suzanne Grover
Suzanne Grover

SUBSCRIBED AND SWORN TO BEFORE ME, on the 14th day of June, 2004 to certify which witness my hand and official seal.



Jeannie W. Simpson
Notary Public in and for the
State of Texas