

AUG 10 1998

Articles of Incorporation

Village of Country Meadows Community Improvement Association

We, the undersigned, persons, of the age of eighteen (18) years or more, who 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 for such corporation:

ARTICLE I

The name of the corporation is Village of Country Meadows Community Improvement Association, hereafter referred to as "Association."

ARTICLE II

The corporation is a non-profit corporation, and shall have all the powers and duties specified in and allowable under the Texas Non-profit Corporation Act. No part of the assets or net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IV below. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (4) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III

The period of this corporation's duration is perpetual.

ARTICLE IV

The purposes for which this corporation is formed are:

- (a) For the enforcement of the Declaration of Covenants, Conditions and Restrictions for Country Meadows, a subdivision located in Harris County, Texas, according to the map or plat thereof filed on May 14, 1997 under Clerk's File No. S481326 of the Real Property Records of Harris County, Texas or any other subsequent plats theretofore filed affecting such subdivision or annexed. In order to carry out such general purposes, the corporation shall have the general power to:
 - (1) Fix assessments (or charges) to be levied against Lots and Homesites and establish services, without the obligation to so provide, for the benefit of the Members;
 - (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to

the Property and Eligible Property;

(3) Insofar as permitted by law, these Articles of Incorporation, the By-Laws, the Declaration or any other dedicatory instruments, to do any other thing of a similar nature that will promote the common benefit and enjoyment of the Owners of the Property, as authorized by the Articles of Incorporation, By-Laws, Declaration, any other dedicatory instrument or permitted by law.

(b) Without limiting the foregoing general statement of purposes and powers, the corporation shall have the power to:

(1) Cause to be kept a complete record of all its receipts and disbursements hereunder and maintain a statement thereof and a summary of the major activities on an annual basis;

(2) Supervise all agents and employees of the Association hereunder and to see that their duties are properly performed;

(3) Fix, levy and collect the amount of the assessments and other charges to be levied against each Lot and Homesite;

(4) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment;

(5) Buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the corporation, which shall include the power to foreclose its lien on any Property subject to the Declaration by judicial or nonjudicial means;

(6) Procure and maintain adequate liability insurance upon the Board of Trustees, its agents and employees, and insurance as deemed appropriate by the Board of Trustees on Association assets or any other proper purpose;

(7) Exercise all powers reasonably necessary to effectuate the purposes of this corporation;

(8) Manage, control, operate, maintain, preserve, repair and improve the Common Areas, Limited Common Areas and any Property subsequently acquired by the corporation, or any property owned by another for which the corporation, by rule, regulation, Declaration, or contract, has a right or duty to provide such services;

(9) Borrow money for any purpose subject to such limitations as may be contained in the dedicatory instruments;

(10) Enter into, make, perform and enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, including enforcement of the architectural control provisions contained in

the Declaration;

(11) Provide or contract for services benefitting the Property including, without limitation or obligation, garbage removal and any and all supplemental municipal services as may be necessary or desirable;

(12) Contract with other associations, organizations, or groups to provide for the maintenance of property adjacent or adjoining the property;

(13) Spend money for the improvement or maintenance of property in the vicinity of the Property subject to the Declaration, or adjacent or adjoining such property;

(14) Suspend the rights of any owner, their guest or tenants to vote or use the Common Areas.

(15) Promulgate reasonable rules and regulations and implement fines for violation of said rules and regulations.

The foregoing enumeration of powers shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent powers.

This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth above in Paragraphs (a) and (b) of this Article IV. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to its members as such.

ARTICLE V

The corporation shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Lot or Homesite in Country Meadows subject to the Declaration, are Members of the association. The Members shall be divided into classes and entitled to vote in accord with the provisions contained in the By-Laws and the Declaration.

ARTICLE VI

The mailing address of the initial registered office of the corporation is Community Asset Management, Inc., 7702 F.M. 1960-E., Ste. 302, Humble, Texas 77346 and the name of its initial registered agent at such address is David L. Johnson.

ARTICLE VII

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Trustees. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The initial Board of Trustees

shall consist of the following three (3) members and shall serve an initial term until Class B membership ceases to exist under Article V, Section 2 of the Declaration:

<u>Name</u>	<u>Address</u>
L. A. Armstrong, Jr.	211 Highland Cross, Ste. 230, Houston, TX 77073
James V. Morell	211 Highland Cross, Ste. 230, Houston, TX 77073
Charron M. Nanninga	211 Highland Cross, Ste. 230, Houston, TX 77073

The number of Trustees may be changed by the Association or the Board of Trustees as set forth in the By-Laws.

ARTICLE VIII

To the fullest extent permitted by Texas law, as the same exists or as may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a Trustee or the corporation shall not be liable to the corporation for monetary damages for an act or omission in the Trustee's capacity as a Trustee. Any amendment of these Articles of Incorporation shall be prospective only and shall not adversely offset any limitation on the personal liability of a Trustee of the corporation existing at the time of such repeal or amendment.

ARTICLE IX

The corporation may be dissolved only as provided in the By-Laws and by the laws of the State of Texas.

ARTICLE X

The name and street address of the incorporator is:

L. A. Armstrong, Jr.	211 Highland Cross, Ste. 230, Houston, TX 77073
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ARTICLE XI

In case of the resignation, death, failure, incapacity, removal or refusal to serve of any of the said initial Trustees prior to the end of the initial term, the remaining Trustees may appoint a substitute Trustee or Trustees to serve the remainder of said initial term. The judgment of the Trustees, whether the Trustees are the initial Trustees or substitute Trustees, in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

ARTICLE XII

The By-laws of this corporation shall be adopted by the Board of Trustees of this Corporation

and shall thereafter be amended or altered by a majority vote of the board of Trustees of this corporation.

ARTICLE XIII

All capitalized terms used in these Article of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

IN WITNESS WHEREOF, for the purpose of forming this Association under the Laws of the State of Texas, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 5th day of August, 1998.

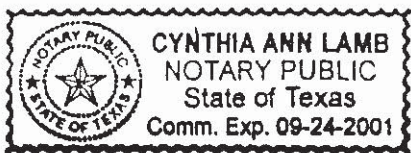
L. A. Armstrong, Jr.
L. A. Armstrong, Jr., Incorporator

STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned authority on this day personally appeared Andy Armstrong, Incorporator of Village of Country Meadows Community Improvement Association, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 5th day of August, 1998.



Cynthia Ann Lamb
NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS

Printed Name: Cynthia Ann Lamb

My Commission Expires: 9-24-2001