

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Gwyn Shea
Secretary of State

Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

BRAZOS GARDENS OWNERS' ASSOCIATION, INC.
Filing Number: 800083801

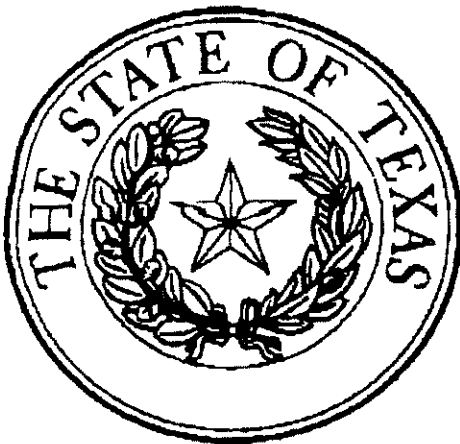
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

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 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: 05/14/2002

Effective: 05/14/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

**ARTICLES OF INCORPORATION
OF
BRAZOS GARDENS OWNERS' ASSOCIATION, INC.
(A Non-Profit Corporation)**

FILED
In the Office of the
Secretary of State of Texas
MAY 14 2002
Corporations Section

ARTICLE ONE

The name of the Corporation is BRAZOS GARDENS OWNERS' ASSOCIATION, INC.

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FIVE

The street address of its initial Registered Office, and the name of its initial Registered Agent at this address, is as follows:

James Bruce Grover
Route 2, Box 200C
Bay City, Texas 77414

ARTICLE SIX

The number of initial Directors is three. The names and addresses of the initial directors are:

James Bruce Grover
Route 2, Box 200C
Bay City, Texas 77414

Suzanne Grover
Route 2, Box 200C
Bay City, Texas 77414

Stewart Savage
Route 2, Box 200C
Bay City, Texas 77414

ARTICLE SEVEN

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 distributions in furtherance of the purposes set forth in Article Four hereof. 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 the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE EIGHT

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE NINE


Upon the Dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated for such purposes.

ARTICLE TEN

The name and address of the Incorporator is:

Marilyn S. Hershman
408 W. 17th Street, Suite 101
Austin, Texas 78701-1207
(512) 474-2002

IN WITNESS WHEREOF: I have hereunto set my hand this 14th day of May, 2002.



Marilyn S. Hershman, Incorporator