



# The State of Texas

## Secretary of State

### CERTIFICATE OF INCORPORATION

OF

VICTORIA LAKES HOME OWNERS ASSOCIATION, INC.  
CHARTER NUMBER 01469567

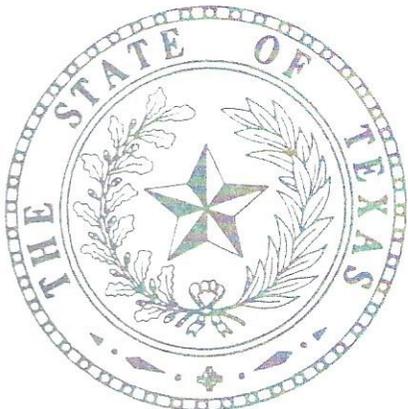
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

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 CORPORATE 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 DEC. 10, 1997

EFFECTIVE DEC. 10, 1997



A handwritten signature in black ink, appearing to read "F. Anglin".

Secretary of State

FILED  
in the Office of the  
Secretary of State of Texas  
DEC 10 1997  
Incorporations Section

ARTICLES OF INCORPORATION  
OF  
VICTORIA LAKES HOME OWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of 18 years or more, acting as incorporators of a non profit corporation under the Texas Non Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is VICTORIA LAKES HOME OWNERS ASSOCIATION, INC. The corporation is a non profit corporation.

ARTICLE II. DURATION

The period of its duration is perpetual.

ARTICLE III. PURPOSE OR PURPOSES

The purposes for which the corporation is organized are: maintenance, preservation, and architectural control for its members including the providing of general maintenance, grass cutting of public areas, lake maintenance, and other functional services to landowners of residential property in the Victoria Lakes Subdivision of Fort Bend and Waller Counties, Texas, according to the Plat of the Victoria Lakes Subdivision, recorded in the offices of the County Clerks in Fort Bend and Waller Counties, Texas (the "Subdivision") and any additions thereto as may be hereafter be brought within the jurisdiction of the corporation, and to promote the health, safety, and welfare of the above described subdivision.

Said corporation is organized exclusively for civic, charitable, and educational purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any federal tax code.

ARTICLE IV. MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to covenants of record and assessment by the corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to an assessment by the corporation.

ARTICLE V. VOTING RIGHTS

The corporation shall have two classes of voting membership:

Class A: Class A members shall be all owners, with the exception of the Declarant (whether one or more), 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 and the vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

Class B: The Class B members shall be the Declarant (as defined in the Declaration of Covenants, Conditions, and Restrictions) and shall be entitled to ten (10) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- (a) when 90% of the lots are conveyed to owners other than the Declarant (or either of them); or
- (b) at such earlier time as the Class B members, in their sole and unfettered discretion, shall elect.

#### ARTICLE VI. REGISTERED OFFICE

The street address of its initial registered office is 20501 Katy Freeway, Suite 217, Katy, Texas 77450 in the State of Texas, and the name of its initial registered agent at such address is Stuart Ian Levin.

#### ARTICLE VII. DIRECTORS

(a) The number of directors constituting the initial board of directors is three (3), and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Address
Thomas Juarez	800 Ave. C Katy, TX 77493
Robert Brunson	800 Ave. C Katy, TX 77493
H. Spencer Stone	800 Ave. C Katy, TX 77493

(b) The number of directors of the corporation set forth in clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment to a bylaw duly adopted by the vote or written consent of the board of directors, provided however the number of directors so authorized shall not be less than three (3).

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, 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 distributions in furtherance of the purposes set forth in the purposes article hereof (i.e. Article III, above). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on the behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future tax code.

#### ARTICLE VIII. INDEMNIFICATION

Consistent with the Act, the corporation shall indemnify every director or officer, his or her heirs, executors, administrators and personal representatives, against expenses actually and reasonable incurred by him or her, as well as any amount paid upon a judgment, in connection with any action, suit, or proceeding, criminal or civil, to which he or she is or may be made a party by reason of having been an officer or director of the corporation. The foregoing indemnification is being given since the officers and directors will be requested to act by the corporation for the corporation's benefit. The subject indemnification shall not be exclusive of other rights to which the officers or directors may be entitled.

#### ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

Name	Address
Stuart Ian Levin	20501 Katy Freeway Suite 217 Katy, TX 77450

#### ARTICLE IX. EVENTS RELATING TO DISSOLUTION

(a) The corporation may be dissolved with the assent given in writing and signed by not less than seventy five percent (75%) of each class of members.

(b) In the event of the dissolution of the corporation, other than by merger or consolidation, the assets thereof remaining shall be distributed in accordance with Article 1396-6.02 of the Act, including dedication to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused by such a public agency, such assets shall be granted, conveyed, and assigned to any non profit corporation, association, trust, or other organization to be devoted to such similar purposes.

(c) 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 corresponding section of any future tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county or district in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the said court shall determine, which are organized and operated exclusively for such purposes. In the event of conflict with any other provision of this document, this section shall control.

ARTICLE X. AMENDMENT

Amendment of these articles shall require the assent given in writing and signed by not less than seventy five percent (75%) of each class of members.

In witness whereof, I have hereunto set our hands, this 9th day of December, 1997.

  
Stuart Ian Levin,  
Incorporator

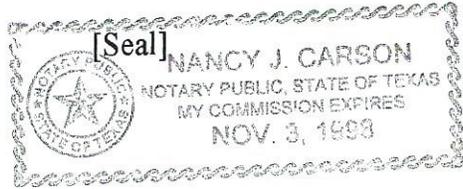
THE STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS           §

Before me, a notary public, on this day personally appeared Stuart Ian Levin, known to me to be the person whose name is subscribed to the forgoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 9th day of December, A.D. 1997.



Name: Nancy Carson  
Notary Public  
In and For The State of Texas



My commission expires: November 3, 1998



# The State of Texas

Secretary of State

DEC. 11, 1997

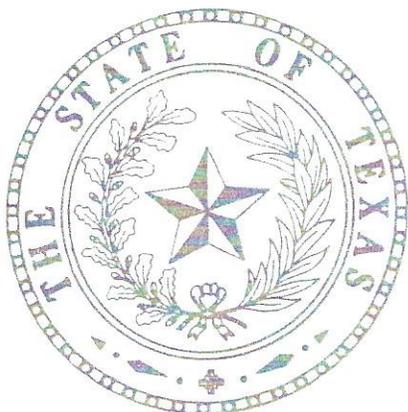
STUART IAN LEVIN, ATTY  
BOX 6049-840  
KATY ,TX

RE:  
VICTORIA LAKES HOME OWNERS ASSOCIATION, INC.  
CHARTER NUMBER 01469567-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in dark ink, appearing to read "J. Anglin".

Secretary of State