



The State of Texas

Secretary of State

JULY 2, 1999

SARAH ANN POWERS
SAN FELIPE PLAZA 5847 SAN FELIPE STE 2200
HOUSTON TX 77057

RE:
BELLAVITA AT GREEN TEE HOMEOWNERS' ASSOCIATION, INC.

CHARTER NUMBER 01541130-01

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 cursive script, reading "Elton Bomer", written over a horizontal line.

Elton Bomer, Secretary of State

**ARTICLES OF INCORPORATION
OF
BELLAVITA AT GREEN TEE HOMEOWNERS' ASSOCIATION, INC.**

FILED
in the Office of the
Secretary of State of Texas

**ARTICLE ONE
NAME**

JUN 30 1999

Corporations Section

The name of the corporation is Bellavita at Green Tee Homeowners' Association, Inc.

**ARTICLE TWO
NON-PROFIT CORPORATION**

The corporation is a non-profit corporation, formed pursuant to the Texas Non-Profit Corporation Act, Article 1396, et seq, Vernon's Texas Civil Statutes (the "Act").

**ARTICLE THREE
DURATION**

The period of duration is perpetual.

**ARTICLE FOUR
PURPOSES**

The purpose for which the corporation is organized is to be the homeowners' association for a residential single family development in Harris County, Texas by the name of Bellavita at Green Tee.

**ARTICLE FIVE
POWERS**

Except as otherwise provided in these Articles, the corporation shall have all of the powers provided in the Act. Moreover, the corporation shall have all implied powers necessary and proper to carry out its express powers. The corporation may pay reasonable compensation to members, directors and officers for services rendered to or for the corporation in furtherance of one or more of its purposes set forth above, as provided in the bylaws of the corporation.

**ARTICLE SIX
RESTRICTIONS AND REQUIREMENTS**

The corporation shall not pay dividends or other corporate income to its members, directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The corporation shall have no power to take any action prohibited by the Act.

**ARTICLE SEVEN
MEMBERSHIP**

The corporation shall have two classes of members as provided in the bylaws of the corporation.

**ARTICLE EIGHT
INITIAL REGISTERED OFFICE AND AGENT**

The street address of its initial registered office is Five Greenspoint Plaza, 17001 Northchase, Suite 420, Houston, Texas 77060-2139 and the name of its initial registered agent at such address is Cynthia Hinson.

**ARTICLE NINE
BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as directors are:

Don Klein	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Cynthia Hinson	17001 Northchase, Suite 420 Houston, Texas 77060-2139
Don Luke	17001 Northchase, Suite 420 Houston, Texas 77060-2139

The number of directors may be increased or decreased by adoption or amendment of the bylaws, however the number of directors shall never be less than three. The board of directors shall have the authority to amend the by-laws to increase the number of directors, as well as any other amendments the board deems necessary. In electing directors, members shall not be permitted to cumulate their votes.

**ARTICLE TEN
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by statute in the State of Texas.

**ARTICLE ELEVEN
INDEMNIFICATION**

The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the board of directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers and others related to the corporation.

**ARTICLE TWELVE
INCORPORATOR**

The name and address of the incorporator is:

Sarah Ann Powers
Hoover, Bax & Slovacek, L.L.P.
5847 San Felipe, Suite 2200
Houston, Texas 77057

**ARTICLE THIRTEEN
DISSOLUTION**

Upon dissolution, the assets of the corporation shall be dedicated to a public body, or conveyed to a non-profit organization with a similar purpose as the corporation.

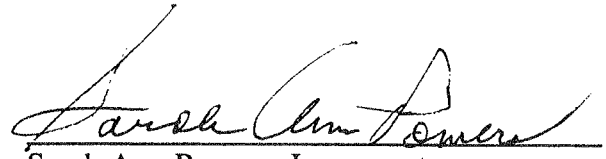
**ARTICLE FOURTEEN
AMENDMENT**

These Articles of Incorporation may only be amended with the consent of two-thirds (2/3rds) of the members of the corporation, with each member having equal voting strength for purposes of this provision only.

**ARTICLE FIFTEEN
CLASS B MEMBERSHIP**

Pursuant to the Declaration, only as long as a Class B membership exists and only for as long as the Department of Housing & Urban Development ("HUD") and/or the Veteran's

Administration ("VA") require, annexation of additional properties, mergers and consolidations, mortgaging of Common Area (as that term is defined in the Declaration), dissolution and amendment of these Articles shall require the prior approval of HUD/VA.


Sarah Ann Powers, Incorporator