

## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

MILLERS LANDING HOMEOWNER'S ASSOCIATION, INC.  
Filing Number: 800020676

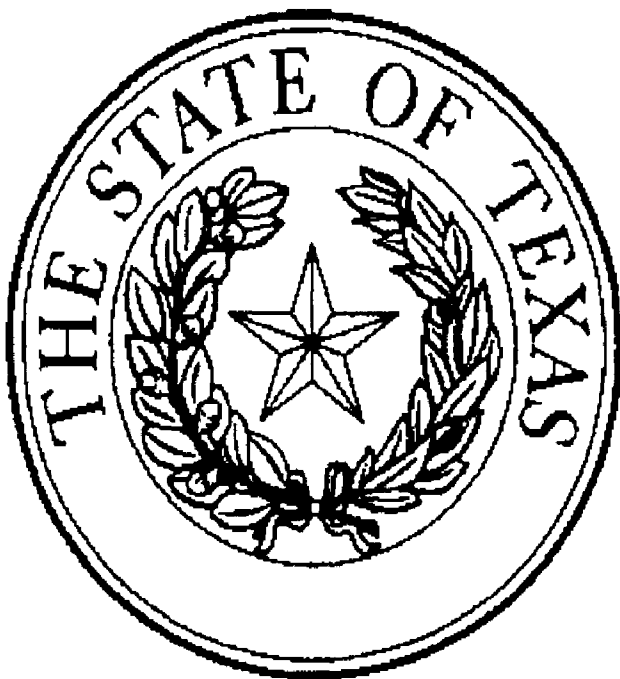
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

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: 10/18/2001

Effective: 10/18/2001



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor  
Assistant Secretary of State

ARTICLES OF INCORPORATION  
OF  
MILLERS LANDING HOMEOWNER'S ASSOCIATION, INC.

FILED  
In the Office of the  
Secretary of State of Texas  
OCT 18 2001  
Corporations Section

I, the undersigned natural person over the age of 18, acting as an incorporator, adopt the following Articles of Incorporation of MILLERS LANDING HOMEOWNER'S ASSOCIATION, INC.:

ARTICLE 1  
NAME

The name of the Corporation is MILLERS LANDING HOMEOWNER'S ASSOCIATION, INC. (the "Association").

ARTICLE 2  
NONPROFIT CORPORATION

The Association is a nonprofit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or a nonprofit organization with purposes similar to the Association and exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

ARTICLE 3  
DURATION

The Association will continue in perpetuity.

ARTICLE 4  
PURPOSES

The purposes for organizing the Association are as a property owner's association. Specifically, the Association is organized to operate as the property owner's association of MILLERS LANDING subdivision in Harris County, Texas (the "Subdivision"), as defined and described in the applicable recorded Declaration of Covenants, Conditions and Restrictions for the Subdivision, and according to the applicable law, including the Texas Property Code.

ARTICLE 5  
POWERS

Except as these Articles otherwise provide, the Association has all the powers provided in the aforementioned Declaration of Covenants, Conditions and Restrictions for the Subdivision, the Texas Non-Profit Corporation Act and the Texas Property Code. Moreover, the Association has all implied powers necessary and proper to carry out its express powers. The Association may reasonably compensate members, directors, or officers for services rendered to or for the Association in furtherance of one or more of its purposes. The Association may not amend these Articles of

Incorporation, except with the approval of at least 2/3 vote of the lot owners in the Subdivision; and further, annexation of additional properties, mergers and consolidations, mortgaging of common areas, dissolution and amendment of these Articles, requires prior approval of HUD/VA as long as there is a Class B membership as defined in the bylaws.

## ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Association may 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 Association may not take any action prohibited by the Texas Non-Profit Corporation Act. The Association may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles. The Association may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Association may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Association's assets will be distributed to the state government for a public purpose, or to an organization with purposes similar to the Association and exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Association was organized.
7. Permit any part of the Association's net earnings to inure to the benefit of any private shareholder or member of the Association or any private individual.
8. Carry on an unrelated trade or business, except as a secondary purpose related to the Association's primary, exempt purposes.

## ARTICLE 7 MEMBERSHIP

The Association will have one or more classes of members as provided in the bylaws. Every

person or entity who is a record owner of any lot in the Subdivision is entitled to membership in the Association. Membership is appurtenant to, and inseparable from, ownership of the lot.

ARTICLE 8  
INITIAL REGISTERED OFFICE AND AGENT  
AND INITIAL PRINCIPAL OFFICE

The street address of the Association's initial registered office is 2201 Market St., Suite 418, Galveston, Texas 77550. The name of the initial registered agent at this office is Dennis J. Albright. The Association's initial principal office in Texas will be located at 450 N. Sam Houston Parkway East, Suite 152, Houston, Texas 77060.

ARTICLE 9  
MANAGING BODY OF CORPORATION

The management of the Association is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors.

In electing directors, members may not cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates. The initial Board will consist of three (3) persons. The initial Board will consist of the following persons at the following addresses:

<u>Name</u>	<u>Address</u>
Brad Dill	450 N. Sam Houston Parkway East, Suite 152, Houston, Texas 77060
Dennis Reilly	450 N. Sam Houston Parkway East, Suite 152, Houston, Texas 77060
Mary Daily	450 N. Sam Houston Parkway East, Suite 152, Houston, Texas 77060

The number of directors may be increased or decreased by adopting or amending bylaws.

ARTICLE 10  
LIMITATION ON LIABILITY OF DIRECTORS

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

ARTICLE 11  
INDEMNIFICATION

The Association 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 Association as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification. As the bylaws provide, the Board may define the

requirements and limitations for the Association to indemnify directors, officers, members, or others related to the Association.

ARTICLE 12  
CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13  
INCORPORATORS

The name and street address of the incorporator is: Dennis J. Albright, at 2201 Market St., Suite 418, Galveston, Texas 77550.

Signed: October 15, 2001.

  
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DENNIS J. ALBRIGHT, Incorporator

**DISCLAIMER**

The undersigned, being the incorporator of MILLERS LANDING HOMEOWNER'S ASSOCIATION, INC., a Texas non-profit corporation, does hereby disclaim any and all interest in said corporation.

Signed: October 15, 2001.

  
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DENNIS J. ALBRIGHT, Incorporator