



529-90-1029

The State of Texas

Secretary of State

SEP. 7, 1999

DENISE HARRIS/GEHAN HOMES, LTD.
1101 N. UNION BOWER ROAD, STE. 160
IRVING, TX 75061

RE: WHITE OAK SPRINGS HOMEOWNERS ASSOCIATION, INC.

CHARTER NUMBER 01549247-01

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.

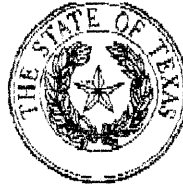
IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

WHITE OAK SPRINGS HOMEOWNERS ASSOCIATION, INC.
CHARTER NUMBER 01549247

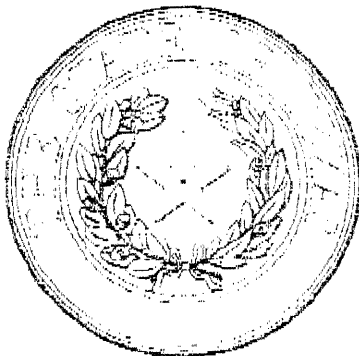
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

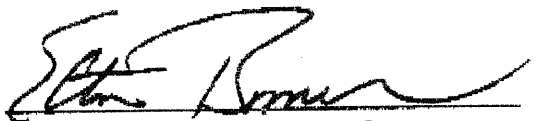
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

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 AUG. 30, 1999

EFFECTIVE AUG. 30, 1999




Elton Bomer, Secretary of State

529-90-1031

ARTICLES OF INCORPORATION

FILED
In the Office of the
Secretary of State of Texas

OF

AUG 30 1999

WHITE OAK SPRINGS HOMEOWNERS ASSOCIATION, INC.

Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, who is a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is WHITE OAK SPRINGS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

This corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is formed are;

1. The specific primary purposes are to act as a management body for the White Oak Springs Subdivision, in Harris County Texas (the "Subdivision"), to provide for maintenance, preservation, and architectural control of the Subdivision, and to promote the general civic and social welfare of the owners and residents of the Subdivision.

2. The general purposes and powers are:

a. To constitute and have the rights, powers, duties, purposes and functions of the White Oak Springs Homeowners Association, Inc., as contemplated and provided for by the Declaration of Covenants, Conditions

and Restrictions governing the management and use of the residential Lots in the subdivision (which said Declaration has been or is to be fully recorded in the Real Property Records of Harris County, Texas) and the By-Laws of the corporation;

- b. To provide for the improvement and maintenance of the subdivision and other facilities dedicated to common use which now exists or which may hereafter be installed, erected or constructed within the subdivision;
- c. To purchase, lease or otherwise acquire, improve, construct own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purposes of this corporation.
- d. To make and perform contracts of every kind for any lawful purposes without limit as to amount with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision;
- e. To have and exercise all the rights and power conferred on Non-Profit Corporations under the Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended;
- f. To borrow money and, with the assent of the majority of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- g. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that such merger, consolidation or annexation shall be in accordance with the Declaration; and
- h. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

Any person, on becoming an Owner of a Lot in the Subdivision, shall automatically become a member of this non-profit corporation subject to these Articles of Incorporation and the By-Laws of the corporation. Such memberships shall terminate without any formal corporate action whenever such person ceases to own a Lot in the Subdivision.

ARTICLE VI

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated 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 acceptance, 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.

ARTICLE VII

Amendment of these Articles shall require the assent of seventy-five (75%) of the entire membership of the corporation.

ARTICLE VIII

The address of the initial registered office of the corporation is 1101 N. Union Bower Rd, Suite 160, Irving, Texas 75601, and the name of its initial registered agent at such address is Glenn A. Gehan.

ARTICLE IX

The number of Directors constituting the initial Board of

Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors

are:

Glenn A. Gehan

1101 N. Union Bower Rd., Suite 160
Irving, Texas 75601
(972) 579-5066

Stephen Ray

3300 South Gessner, Suite 253
Houston, Texas 77063
(713) 952-3919

Douglas S. Welker

8932 Padfield
Houston, Texas 77055
(713) 463-7899

ARTICLE X

The name and address of the incorporator is:

Glenn A. Gehan

1101 N. Union Bower Rd., Suite 160
Irving, Texas 75601
(972) 579-5066

IN WITNESS WHEREOF, we have hereunto set our hands this the
16th day of August, 1999.



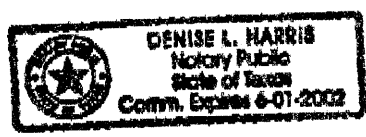
Glenn A. Gehan

529-90-1035

COUNTY OF DALLAS)

BEFORE ME, the undersigned authority, on this day personally appeared Glenn A. Gehan (Director and Incorporator), of White Oak Springs Homeowners Association, Inc. (Corporation), known to me to be the person whose name is subscribed to the above and foregoing instrument, and acknowledged to me that he executed the same for the purposes and considerations therein expressed, and in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, on this 16th day of August, 1999.



Denise L. Harris
Notary Public in and for the State of Texas