



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

GLEANNLOCH FARMS COMMUNITY ASSOCIATION, INC.
CHARTER NUMBER 01471918

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. 29, 1997

EFFECTIVE DEC. 29, 1997

540-13-1288



Alberto R. Gonzales, Secretary of State

FILED
In the Office of the
Secretary of State of Texas
DEC 29 1997
Corporations Section

Articles of Incorporation

Gleannloch Farms Community Association, Inc.

We, the undersigned, natural persons, of the age of eighteen (18) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is Gleannloch Farms Community Association, Inc., hereafter referred to as "Association".

ARTICLE II

The corporation is a non-profit corporation, and shall have all the powers and duties specified in and allowable under the Texas Non-profit Corporation Act. No part of the assets or net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors, 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 distribution in furtherance of the purposes set forth in Article IV below. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (4) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III

The period of this corporation's duration is perpetual.

ARTICLE IV

The purposes for which this corporation is formed are:

- (a) For the enforcement of the Declaration of Covenants, Conditions and Restrictions for Gleannloch Farms, and any supplemental amendments filed thereto, a subdivision located in Harris County, Texas, as described under Clerk's File No. S738797 and Film Code No. 394062 in the Plat Records of Harris County, Texas or any other subsequent plats theretofore filed affecting such subdivision or annex. In order to carry out such general purposes, the corporation shall have the general power to:

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(1) Fix assessments (or charges) to be levied against Tracts, Lots, and Homesites and establish services without the obligation to so provide for the benefit of the Members;

(2) Enforce any and all covenants, conditions, restrictions and agreements applicable to the Property and Eligible Property;

(3) Insofar as permitted by law, these Articles of Incorporation, the By-Laws, the Declaration or any other dedicatory instruments, to do any other thing of a similar nature that will promote the common benefit and enjoyment of the Owners of the Property, as authorized by the Articles of Incorporation, By-Laws, Declaration, any other dedicatory instrument or permitted by law.

(b) Without limiting the foregoing general statement of purposes and powers, the corporation shall have the power to:

(1) Cause to be kept a complete record of all its receipts and disbursements hereunder and maintain a statement thereof and a summary of the major activities on an annual basis;

(2) Supervise all agents and employees of the Association hereunder and to see that their duties are properly performed;

(3) Fix, levy and collect the amount of the assessments and other charges to be levied against each Tract, Lot, and Homesite;

(4) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment;

(5) Buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the corporation, which shall include the power to foreclose its lien on any Property subject to the Declaration by judicial or nonjudicial means;

(6) Procure and maintain adequate liability insurance upon the Board of Directors, its agents and employees, and insurance as deemed appropriate by the Board of Directors on Association assets or any other proper purpose;

(7) Exercise all powers reasonably necessary to effectuate the purposes of this Corporation;

(8) Manage, control, operate, maintain, preserve, repair and improve the Common Areas, Limited Common Areas and any Property subsequently acquired by the corporation;

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- (9) Borrow money for any purpose subject to such limitations as may be contained in the dedicatory instruments;
 - (10) Enter into, make, perform and enforce contracts of every kind and description, and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Association, including enforcement of the architectural control provisions contained in the Declaration;
 - (11) Provide or contract for services benefiting the Property including, without limitation or obligation, garbage removal and any and all supplemental municipal services as may be necessary or desirable;
 - (12) Contract with other associations, organizations, or groups to provide for the maintenance of property adjacent or adjoining the Property;
 - (13) Spend money for the improvement or maintenance of property in the vicinity of the Property subject to the Declaration, or adjacent or adjoining such property;
 - (14) Suspend the rights of any owner, their guest or tenants to vote or use the Common Areas;
 - (15) Promulgate reasonable rules and regulations and implement fines for violation of said rules and regulations.

The foregoing enumeration of powers shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent powers.

This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation as set forth above in Paragraphs (a) and (b) of this Article IV. This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to its members as such.

ARTICLE V

The corporation shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Tract, Lot, or Homesite in Gleannloch Farms subject to the Declaration, are Members of the Association. The Members shall be divided into two (2) classes and entitled to vote in accord with the provisions contained in the By-Laws and the Declaration. Every person or entity who is record owner of any Tract, Lot or Homesite is entitled to membership and voting rights in the Association and shall be a Class A Member. The Declarant and its designees shall be the Class B Membership. Membership is appurtenant to, and inseparable from, ownership of the Tract, Lot or Homesite.

ARTICLE VI

The mailing address of the initial registered office of the corporation is Association Management, Inc., 9575 Katy Freeway, Suite 130, Houston, Texas 77024 and the name of its initial registered agent at such address is David Regenbaum.

ARTICLE VII

The business and affairs of the corporation shall be conducted, managed and controlled by a Board of Directors. The Board may delegate such operating authority to such companies, individuals or committees as it, in its discretion, may determine. The Board shall consist of no less than three (3) and no more than seven (7) members. The initial Board of Directors shall consist of the following three (3) members and shall serve an initial term until Class B membership ceases to exist under Article V, Section C (2) of the Declaration:

Name	Address
David A. Cannon	Three Riverway, Suite 120 Houston, Texas 77056
Robert E. Fondren	Three Riverway, Suite 120 Houston, Texas 77056
John B. Evans, II	Three Riverway, Suite 120 Houston, Texas 77056

The number of directors may be changed by the Association or the Board of Directors as set forth in the By-Laws.

ARTICLE VIII

To the fullest extent permitted by Texas Statutes, as the same exist or as they may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a director or the corporation shall not be liable to the corporation for monetary damages for an act or omission in the director's capacity as a director. Any amendment of these Articles of Incorporation shall be prospective only and shall not adversely offset any limitation on the personal liability of a director of the corporation existing at the time of such repeal or amendment.

- (a) Subject to the exceptions and limitations contained in Article VIII
(b) hereof:

(1) Every person who is or has been a director, officer, or managing agent of the Association shall be indemnified by the Association to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any demand, claim, action, suit

(or threat thereof) or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been a director or officer and against amounts paid or incurred by him in the settlement thereof;

(2) The words "claim," "action," "suit," or "proceeding" shall apply to all claims, actions, suits, or proceedings (civil, criminal, or other, including appeals), actual or threatened, made or commenced subsequent to the adoption of these Articles of Incorporation; and the words "liability" and "expenses" shall include, without limitation, attorneys' fees, costs, judgments, amounts paid in settlement, fines, penalties, and other liabilities.

(b) No indemnification shall be provided hereunder to a director or officer or any other individual:

(1) Against any liability to the Association by reason of willful misfeasance, bad faith, gross negligence, breach of fiduciary duty, criminal misconduct or reckless disregard of the duties involved in the conduct of his office;

(2) With respect to any matter as to which he shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of the Association;

(c) The rights of indemnification herein provided may be insured against by policies maintained by the Association, shall be severable, shall not affect any other rights to which any director or officer now or hereafter may be entitled, shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(d) Expenses in connection with the preparation and presentation of a defense to any claim, action, suit, or proceeding of the character described in Article VIII hereof may be advanced by the Association before final disposition thereof upon receipt of an undertaking by or on behalf of the director or officers, secured by a surety bond or other suitable insurance issued by a company authorized to conduct such business in the State of Texas, to repay such amount if it is ultimately determined that he is not entitled to indemnification under Article VIII.

ARTICLE IX

The corporation may be dissolved only as provided in the By-Laws and by the laws of the State of Texas.

ARTICLE X

The names and street address of the incorporators are:

Name	Address
David A. Cannon	Three Riverway, Suite 120 Houston, Texas 77056
John B. Evans, II	Three Riverway, Suite 120 Houston, Texas 77056

ARTICLE XI

In case of the resignation, death, failure, incapacity, removal or refusal to serve of any of the said initial directors prior to the end of the initial term, the remaining directors may appoint a substitute director or directors to serve the remainder of said initial term. The judgment of the directors, whether the directors are the initial directors or substitute directors in the expenditure of funds of this corporation shall be final and conclusive, so long as such judgment is exercised in good faith.

ARTICLE XII

The By-laws of this corporation shall be adopted by the Board of Directors of this Corporation and shall thereafter be amended or altered by a majority vote of the Board of Directors of this corporation.

ARTICLE XIII

THE ASSOCIATION, ITS BOARD OF DIRECTORS AND OFFICERS, ITS MANAGER, EMPLOYEES, AGENTS AND/OR ITS ATTORNEYS, ("ASSOCIATION AND RELATED PARTIES") SHALL NOT IN ANY WAY BE CONSIDERED AN INSURER OR GUARANTOR OF SECURITY WITHIN THE PROPERTY. NEITHER SHALL THE ASSOCIATION AND RELATED PARTIES BE HELD LIABLE FOR ANY LOSS OR DAMAGE BY REASON OF FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN. LOT OWNER AND LESSEE ON BEHALF OF THEMSELVES, ALL OCCUPANTS OF THE LOT BEING LEASED, GUESTS AND INVITEES OR ANY LOT OWNER OR RESIDENT, AS APPLICABLE, ACKNOWLEDGE THAT THE ASSOCIATION AND RELATED PARTIES DO NOT REPRESENT OR WARRANT THAT ANY FIRE PROTECTION, BURGLAR ALARM SYSTEMS, ACCESS CONTROL SYSTEMS, PATROL SERVICES, SURVEILLANCE EQUIPMENT, MONITORING DEVICES, OR SECURITY SYSTEMS (IF ANY ARE PRESENT) WILL PREVENT LOSS BY FIRE, SMOKE, BURGLARY, THEFT, HOLD-UP OR OTHERWISE, NOR THAT FIRE PROTECTION, BURGLAR ALARM SYSTEMS, ACCESS CONTROL SYSTEMS, PATROL SERVICES, SURVEILLANCE EQUIPMENT, MONITORING DEVICES OR OTHER SECURITY SYSTEMS WILL IN ALL CASES PROVIDE THE DETECTION OR PROTECTION FOR WHICH THE SYSTEM IS DESIGNED OR INTENDED. LOT OWNER AND LESSEE, ON BEHALF OF

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THEMSELVES, ALL OCCUPANTS OF THE LOT BEING LEASED, GUESTS AND INVITEES OF A LOT OWNER OR LESSEE, AS APPLICABLE, ACKNOWLEDGES AND UNDERSTANDS THAT THE ASSOCIATION AND RELATED PARTIES ARE NOT AN INSURER AND THAT EACH LOT OWNER, LESSEE AND OCCUPANT OF ANY LOT AND ON BEHALF OF THEMSELVES AND THEIR GUESTS AND INVITEES ASSUMES THE RISKS FOR LOSS OR DAMAGE TO PERSONS, TO LOTS AND TO THE CONTENTS OF LOTS AND FURTHER ACKNOWLEDGES THAT THE ASSOCIATION AND RELATED PARTIES HAVE MADE NO REPRESENTATIONS OR WARRANTIES NOR HAS ANY LOT OWNER OR LESSEE ON BEHALF OF THEMSELVES AND THEIR GUESTS OR INVITEES RELIED UPON ANY REPRESENTATIONS OR WARRANTIES, EXPRESSED OR IMPLIED, INCLUDING ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, RELATIVE TO ANY FIRE PROTECTION, BURGLAR ALARM SYSTEMS, ACCESS CONTROL SYSTEMS, PATROL SERVICES, SURVEILLANCE EQUIPMENT, MONITORING DEVICES OR OTHER SECURITY SYSTEMS RECOMMENDED OR INSTALLED OR ANY SECURITY MEASURES UNDERTAKEN WITHIN THE PROPERTY.

ARTICLE XIV

All capitalized terms used in these Article of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 22nd day of December, 1997.

548-13-1295

David A. Cannon
DAVID A. CANNON

STATE OF TEXAS :

COUNTY OF HARRIS :

Before me, a notary public, on this day personally appeared, David A. Cannon, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true and correct, in his representative capacity.

Given under my hand and seal of office this 22nd day of December, 1997.

Frances K. Ard
NOTARY PUBLIC, STATE OF TEXAS



John B. Evans, II
JOHN B. EVANS, II

STATE OF TEXAS :

COUNTY OF HARRIS :

Before me, a notary public, on this day personally appeared, John B. Evans, II, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that he is the person who signed the foregoing document as an incorporator, and that the statements therein contained are true and correct, in his representative capacity.

Given under my hand and seal of office this 22nd day of December, 1997.



Frances K. Ard
NOTARY PUBLIC, STATE OF TEXAS

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