



## Office of the Secretary of State

### CERTIFICATE OF INCORPORATION OF

**KINGS RIVER ESTATES NO. 2 PROPERTY OWNER'S ASSOCIATION, INC.**  
Filing Number: 800061875

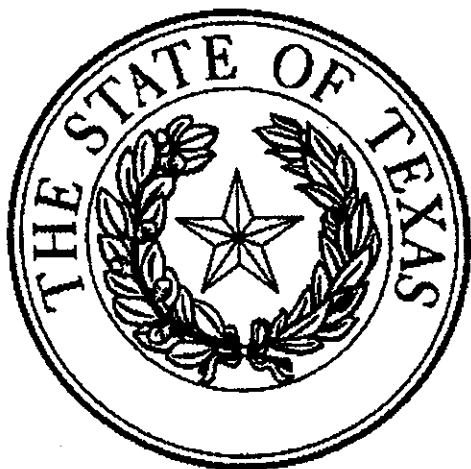
The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

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: 03/04/2002

Effective: 03/04/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
KINGS RIVER ESTATES NO. 2  
PROPERTY OWNER'S ASSOCIATION, INC.**

FILED  
In the Office of the  
Secretary of State of Texas

MAR 04 2002

Corporations Section

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of KINGS RIVER ESTATES NO. 2 PROPERTY OWNER'S ASSOCIATION, INC. (referred to as the "Corporation") under the Texas Non-Profit Corporation Act (referred to as the "Act"):

**ARTICLE 1**

**NAME**

The name of the Corporation is KINGS RIVER ESTATES NO. 2 PROPERTY OWNER'S ASSOCIATION, INC.

**ARTICLE 2**

**NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE 3**

**DURATION**

The duration of the Corporation is perpetual.

**ARTICLE 4**

**PURPOSES**

The Corporation is formed for the following purposes:

1. To monitor the development of the real property known as Kings River Estates, Section Three, a subdivision located in Harris County, Texas (the "Property") which is subject to the Declaration of Covenants, Conditions and Restrictions (the "Declaration") to be recorded in the Real Property Records of Harris County, Texas, and incorporated herein as though fully recited verbatim;
2. To preserve the values and amenities of the Property for the better development, improvement, sale, use and enjoyment of it as set forth in the Declaration;
3. To exercise the power of maintaining, administering and enforcing the provisions of the Declaration and levying, collecting and disbursing the assessments and charges therein created;
4. To exercise any other power, right or privilege permitted or required of a corporation organized under the Act as now in force or hereafter amended.

**ARTICLE 5**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 19111 Walden Forest Drive, Humble, Texas 77346. The name of the initial registered agent at this office is Ronald R. Holley.

**ARTICLE 6**  
**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 7**  
**MEMBERSHIP**

Every Owner, as defined in the Declaration ("Owner") shall be a member of the Corporation.

**ARTICLE 8**  
**VOTING RIGHTS**

The Corporation shall initially have two (2) classes of voting membership and each Owner shall have votes as follows:

**Class A:** The Class A members shall be all Owners, with the exception of Declarant, (as defined in the Declaration of Covenants, Conditions and Restrictions for Kings River Estates, Section Three) and shall be entitled to one vote for each Lot owned in the Property. In the case of fractional votes, the vote shall be rounded off to the nearest whole number. When more than one person holds an interest in any Lot in the Property, the vote for such land shall be exercised as they among themselves determine but in no event shall more than one vote be cast with respect to any Lot.

**Class B:** The Class B member shall be the Declarant and such Owner shall be entitled to ten (10) votes for each Lot owned in the Property. In the case of fractional votes, the vote shall be rounded off to the nearest whole number. The Class B membership shall cease and be converted to Class A membership on the earlier of (i) December 31, 2031, or (ii) such earlier date as Declarant, in its discretion, so determines and records an instrument to such effect in the Real Property Records of Harris County, Texas.

**ARTICLE 9**  
**BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the bylaws. The initial Board of Directors shall consist of three persons. The number of directors may be increased by adoption or amendment of bylaws. The initial Board of Directors shall consist of the following persons at the following addresses:

<b><u>NAME OF DIRECTOR</u></b>	<b><u>STREET ADDRESS</u></b>
Ronald R. Holley	19111 Walden Forest Drive Humble, Texas 77346
Jimmy Foster	19111 Walden Forest Drive Humble, Texas 77346
Emmett Vickery	19111 Walden Forest Drive Humble, Texas 77346

**ARTICLE 10**  
**LIMITATION ON LIABILITY OF DIRECTORS**

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

**ARTICLE 11**  
**INDEMNIFICATION**

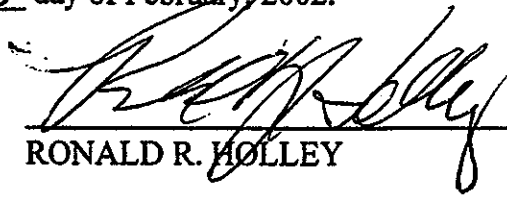
Pursuant to the section of the Act governing indemnification, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation. The Bylaws give the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation.

**ARTICLE 12**  
**INCORPORATORS**

The name and address of the incorporator is:

<b><u>NAME OF INCORPORATOR</u></b>	<b><u>STREET ADDRESS</u></b>
Ronald R. Holley	19111 Walden Forest Drive Humble, Texas 77346

The undersigned hereby executes these Articles of Incorporation of Kings River Estates No. 2 Property Owners Association, Inc., the 15<sup>th</sup> day of February 2002.

  
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RONALD R. HOLLEY