

**ARTICLES OF INCORPORATION
OF
PARK VILLAGE ESTATES COMMUNITY ASSOCIATION
a Texas nonprofit corporation**

We, the undersigned natural persons over the age of eighteen (18) years, acting as Incorporators, adopt the following Articles of Incorporation of PARK VILLAGE ESTATES COMMUNITY ASSOCIATION, a Texas nonprofit corporation:

**I.
NAME**

The name of the Corporation is "Park Village Estates Community Association."

**II.
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Texas Non-Profit Corporation Act. It does not afford pecuniary gain, incidentally or otherwise, to its Members. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Section 501 of the Internal Revenue Code of 1986, as amended, and none of its assets may be distributed to or used in such manner as to inure to the benefit of any officer, director or Member in his or her private capacity.

**III.
DURATION**

The Corporation will continue in perpetuity.

**IV.
PURPOSES**

A. Generally. The purpose for which the Corporation is organized is to promote and develop the common good and social welfare of the residents of Park Village Estates, a subdivision in Brazoria County, Texas according to the map or plat thereof recorded in Volume 21, Page 105 of the Map Records of Brazoria County, Texas (the "Subdivision").

B. Application of Restrictions. The rights and obligations of the Members are subject to the provisions of a Declaration of Covenants, Conditions and Restrictions of Park Village Estates (the "Declaration") executed by DONMAR DEVELOPMENTS, L.L.C., a Texas limited liability company as "Declarant", and recorded in the real property records of Brazoria County, Texas under Instrument No. 00-039183 on September 12, 2000.

V.
POWERS AND PROHIBITED ACTS

A. Powers. The Corporation shall have architectural control of the Subdivision through an architectural control committee as provided in Article IV of the Declaration. The Corporation shall have all of the powers of a Texas nonprofit corporation, including, without limitation, the following:

1. The power to take and hold any property necessary to the performance of its purposes;
2. The power to establish, administer and enforce covenants, conditions, restrictions, reservations, servitudes, licenses, easements, liens or charges for the support and benefit of the Corporation and the welfare or betterment of the residents of the Subdivision;
3. The power to construct, install, extend, operate, maintain, repair and replace utilities, systems, services or other facilities in the Subdivision for the welfare or betterment of the residents of the Subdivision;
4. The power to manage, regulate and control the common or community use and enjoyment of the property services or facilities for the welfare or betterment of the residents of the Subdivision;
5. The power to sell, convey, lease or dispose of any property;
6. The power to purchase, own, lease and operate for the benefit and welfare of the residents of the Subdivision any property;
7. Any other power conferred by law on Texas non-profit corporations which is not inconsistent with the provisions of these Articles.

B. Prohibited Acts. The Corporation may not take any action or carry on any activity prohibited by the Texas Non-Profit Corporation Act or which is not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). In particular, and without limitation, it may not:

1. Devote more than an insubstantial amount of its activities to attempting to influence legislation by propaganda or otherwise;
2. Participate in any political campaign on behalf of or in opposition to any candidate for office, even to the point of publishing or distributing campaign material or performing indirect campaign functions; or
3. Carry on any unrelated business or trade except as a secondary purpose related to its primary exempt purpose.

VI.
REGISTERED AGENT AND REGISTERED OFFICE

The address of the Corporation's initial registered office in Texas is 9149 Elizabeth, Houston, Harris County, Texas 77055, and the name of its initial registered agent at that address is David W. Prince.

VII.
INCORPORATORS

The name and address of each Incorporator of this Corporation is as follows:

Victor Botrie	13014 Thatcher Dr. Houston, Texas 77077
David W. Prince	9149 Elizabeth Houston, Texas 77055
Miles O. Smith	10323 Heatherford Court Houston, TX 77041

VIII.
DIRECTORS

The management of the Corporation is vested in its board of directors and such committees of the board, including an architectural committee responsible for approving all plans of homes to be constructed in the Subdivision and any major alterations thereof, that the board may from time to time establish. The Bylaws shall establish the qualifications, manner of selection, duties, terms, and other matters relating to the board of directors.

In electing directors, Members may cumulate their votes by voting on behalf of one candidate as many votes as the number of directors to be elected or by voting that number of votes for any number of candidates (subject to a maximum number of votes equal to the number of candidates to be elected).

The initial board shall consist of five members, and the names and addresses of the members of the initial board of directors are as follow:

Donald P. Klein	c/o Lennar Homes 550 Greens Parkway, Suite 200 Houston, TX 77067-4526
<i>Tom Markiewicz</i> Donald A. Luke	c/o Lennar Homes 550 Greens Parkway, Suite 200

Lisa Galloway
Cynthia K. Hinson

Houston, TX 77067-4526

c/o Lennar Homes
550 Greens Parkway, Suite 200
Houston, TX 77067-4526

Victor Botrie

13014 Thatcher Dr.
Houston, Texas 77077

David W. Prince

9149 Elizabeth
Houston, Texas 77055

IX. MEMBERSHIP

A. Membership Qualifications and Number of Votes. Every Owner (as that term is defined in paragraph 1.3 of Article I of the Declaration) of a Subdivision lot which is subject to annual assessment under the Declaration shall be a Member of the Corporation, and Membership in the Corporation shall be appurtenant to and may not be separated from ownership of a lot in the Subdivision. Every Owner has the rights and privileges and is subject to the duties and obligations of Owners and Members as set forth in the Declaration. The Declarant is a Member.

B. Classes of Members. The Corporation shall have two classes of Members:

Class A: Class A Members shall be the Owners of lots in the Subdivision who are not Class B Members, and each Class A Member shall have the number of votes determined by applying the rules set forth in Paragraph A of this Article, above. No Class A Member shall have more than one Membership for each lot owned by the Member; if ownership of fee simple title to a lot in the Subdivision is vested in more than one Class A Member, all such Owners of that lot shall be Class A Members and may vote on matters submitted to the Membership in general, but they shall cast one vote in the manner as they themselves determine, and in no event shall more than one Class A Membership vote be cast for each lot subject to assessment.

Class B: Class B Members shall initially be the Declarant but shall also include its successors-in-interest and its or their assigns to which the right of Class B Membership is assigned in writing with a copy of the instrument of assignment being delivered to the registered agent for this Corporation. A Class B Member is entitled to three (3) votes per Subdivision lot owned by the Class B Member with regard to matters affecting the Subdivision and one (1) vote per Subdivision lot owned by the Class B Member on each other matter. A Class B

Membership shall automatically cease and be converted to a Class A Membership upon the earlier to occur of the following events:

1. When the total number of Class A votes equals the total number of Class B Votes (i.e., when the Declarant and its successors in interest or its or their respective assignees of Class B Membership rights own fewer than one quarter of the Subdivision lots subject to assessment); or

2. January 1, 2014.

C. Bylaws. The annual assessments and other matters pertaining to the rights and obligations of Members shall be as set forth in the bylaws.

D. Suspension of Membership Rights. As provided in the Bylaws, the Membership rights (including voting rights) of any Member may be suspended by action of the board of directors if the Member has failed to pay when due any assessment or charge lawfully imposed upon him or any property owned by him, or if the Member, or the family, a tenant, or a guest of the Member (or any of them) shall have violated any provision of the Declaration or any rule or regulation of the board regarding conduct or the use of any property.

We execute these Articles of Incorporation this 24 day of Jan, 2001 subject to the penalty imposed by Article 9.03A of the Texas Non-Profit Corporation Act for the submission of a false or fraudulent document.

INCORPORATORS:


VICTOR BOTRIE


DAVID W. PRINCE


MILES O. SMITH

JAN-CH



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION
OF

PARK VILLAGE ESTATES COMMUNITY ASSOCIATION
CHARTER NUMBER 01613126

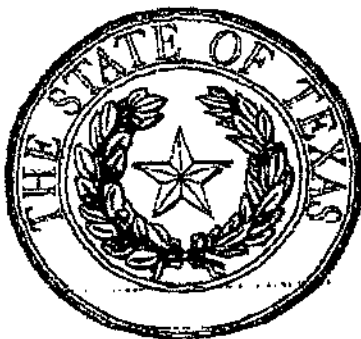
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

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 JAN. 24, 2001

EFFECTIVE JAN. 24, 2001



Henry A. Miller
Secretary of State