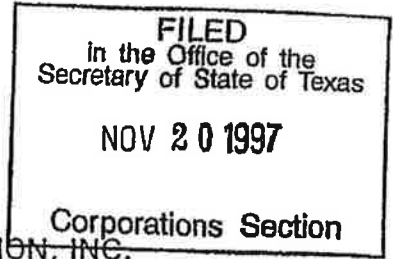


ARTICLES OF INCORPORATION
OF

FT. BEND/GRAND RIVER HOMEOWNERS ASSOCIATION, INC.



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

ARTICLE ONE

The name of the Corporation is Ft. Bend/Grand River Homeowners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE TWO

The principal office of the Association is located at 800 First City Tower, 1001 Fannin, Houston, Texas 77002.

ARTICLE THREE

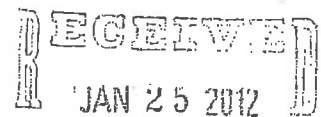
The Association is a non-profit corporation.

ARTICLE FOUR

The period of duration of the Association is perpetual.

ARTICLE FIVE

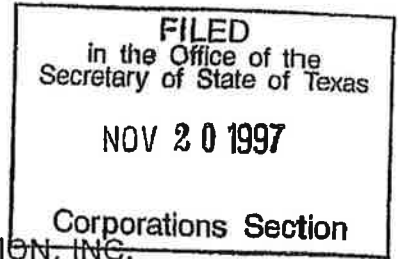
The post office address of the initial registered office of the Association is 800 First City Tower, 1001 Fannin Street, Houston, Texas 77002, and the name of its initial registered agent at such address is Richard L. Rose.



BY:.....

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OF

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ARTICLE SIX

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the protection, maintenance, preservation and architectural control of the single family residential lots in Grand River, a subdivision of land in Fort Bend County, Texas, and any additional properties that may hereafter be brought within the jurisdiction of the Association, if any, and, for these purposes, to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Grand River (hereinafter called the "Declaration"), applicable to the property above described and recorded or to be recorded in the Office of the County Clerk of Fort Bend County, Texas, and as the same may be amended from time to time as therein provided;
- (b) fix, levy, collect and enforce payment of, by any lawful means, all charges and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the property of the Association;
- (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;
- (d) borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) Dedicate, sell or convey all or any part of the Association's property and grant or dedicate easements over its properties to public or private utility companies;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property;

- (g) negotiate and enter into contracts with other non-profit corporations or entities for the use of any recreational or other amenity facilities owned by the Association; and
- (h) have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise.

ARTICLE SEVEN

Every person or entity who is the record owner of the fee simple title to any Lot (as defined in the Declaration), including contract sellers, shall be a member of the Association (such persons or entities being hereinafter referred to as an "Owner"). The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation, or those owning an easement right, a mineral interest, or a royalty interest. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE EIGHT

The Association shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Lot, are members of the Association. The members shall be divided into classes and entitled to vote in accordance with the provisions contained in the Declaration and the Association's By-Laws.

ARTICLE NINE

The affairs of the Association shall be managed by a Board of Directors (the "Board") composed of three (3) individuals, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the

capacity of Directors until the first annual meeting or until the election of their successors are:

- (1) Eugene E. Arensberg, Jr.
2919 Lakefield Way
Sugar Land, Texas 77479
- (2) Donald M. Buntin
#29, 12625 Memorial Drive
Houston, Texas 77024
- (3) Ed Taravella
610 West Greens Road
Houston, Texas 77067-4594

All of the members of Board of Directors shall be appointed by the Declarant until the date on which the Declarant no longer owns a majority of the Lots within the jurisdiction of the Association. At a meeting of the members held immediately thereafter, the members shall elect three (3) Directors, one (1) Director to serve for a term ending on the date of the next annual meeting of the members, one Director for a term ending on the second annual meeting of the members thereafter, and the third Director to serve for a term ending on the date of the third annual meeting of the members thereafter. At each annual meeting thereafter, the members shall elect one (1) Director to serve for a term of three years.

ARTICLE TEN

The Association may be dissolved with the assent of members representing two-thirds (2/3's) of the votes of all members of the Association, and, prior to the date on which the Declarant no longer has the right to appoint the members of the Board of Directors, the Declarant. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the

November 17, 1997

Secretary of State
of Texas
P. O. Box 13697
Austin, Texas 78711

Re: Ft. Bend/Grand River Homeowners Association, Inc.

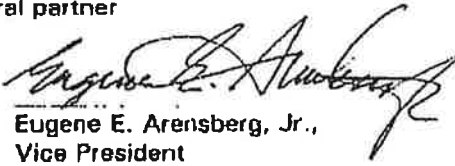
Gentlemen:

This letter will evidence consent of the undersigned to the formation by Richard L. Rose, as incorporator, of a non-profit corporation having the referenced name.

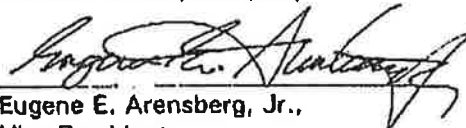
Very truly yours,

Ft. Bend/Grand River, Ltd.,
a Texas limited partnership

By: Ft. Bend/Grand River GP, LLC,
a Texas limited liability company,
general partner

By: 
Eugene E. Arensberg, Jr.,
Vice President

Ft. Bend/Grand River GP, LLC,
a Texas limited liability company

By: 
Eugene E. Arensberg, Jr.,
Vice President

SECRETARY'S CERTIFICATE OF FILING

I, Gina Purgatorio, certify that:

I am the duly qualified and acting secretary of Fort Bend/ Grand River Homeowners Association, Inc., a duly organized and existing Texas non-profit corporation. A corporation in Fort Bend County, Texas.

The attached instrument is a true copy of unrecorded Articles of Incorporation, pertaining to Fort Bend/ Grand River Homeowners Association.

The attached instruments are being presented for recording in the Official Public Records of Real Property of Fort Bend County Texas, pursuant to Section 202.006 of the Texas Property Code.

Dated: 1-23-12



Secretary, Fort Bend/ Grand River Homeowners Association

THE STATE OF TEXAS §
COUNTY OF Harris §

This instrument was acknowledged before me on the 23 day of JANUARY, 2012, by Gina Purgatorio Secretary of Fort Bend/ Grand River Homeowners Association, a Texas non-profit corporation, on behalf of said corporation.



Melinda Rodriguez
Notary Public in and for The State of Texas.

AFTER RECORDING, RETURN TO:

Bartley & Spears, P.C.
14811 St. Mary's Lane, Suite 270
Houston, Texas 77079