

**ARTICLES OF INCORPORATION
OF THE
RSR HOA, INC.**

We, the undersigned natural persons of the age of twenty-one (21) 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 of such corporation:

ARTICLE I

The name of the Corporation is RSR HOA, INC.

ARTICLE II

The Corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The Corporation is formed for the purposes of providing for maintenance and preservation of the deed restrictions of the Riverside Ranch Subdivision that certain tract of property described as:

All the lots contained in Riverside Ranch Subdivision, a subdivision in Fort Bend County, Richmond, Texas, according to the map or plat thereof recorded in the Map Records of Fort Bend County, Texas and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes and to:

1. 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, hereinafter called the "Declaration" applicable to the aforesaid property and recorded in the Deed Records of Fort Bend County, Richmond, Texas and as the same may be amended from time to time as therein provided;
2. Levy, collect and enforce payment of all charges or assessments pursuant to the terms of the Declaration; 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 or governmental charges levied or imposed against the property of the Association;
3. Acquire, 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;

4. Borrow money and mortgage, pledge, deed in trust or any of its real or personal property as security for money borrowed or debts incurred;
5. Dedicate, sell or transfer all or any part of the properties under its control to any public agency, authority or utility for such purpose and subject to such conditions as it may determine;
6. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; and,
7. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise;

ARTICLE V

Every person or entity who is a record owner any lot which is situated in Riverside Ranch Subdivision, a subdivision in Fort Bend County, Richmond, Texas, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership or said lots. The Association shall initially have two classes of voting membership:

- (a) Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one (1) vote for each lot owned. When one or more than one person holds an interest in any lot, all such persons shall be members, however, the vote of such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.
- (b) Class B. Class B members shall be the Declarant and shall be entitled to five (5) votes for each Lot owned.

The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the following events: (i) When Declarant has sold ninety percent (90%) of the lots in Riverside Ranch, Section I and II as designated on the Subdivision Plat or which may become subject to the jurisdiction of the Association by annexation or replatting (ii) on December 31st, 2013.

ARTICLE VI

The street address of the initial registered office of the Corporation is 5545 FM 359, Richmond, Texas 77469 and the name of the initial registered agent at such address is Larry K. Siller.

ARTICLE VII

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
<u>Larry K. Siller, President</u>	<u>3010 River Forest Drive</u> <u>Richmond, Texas 77469</u>
<u>Margo Godwin</u>	<u>5507 FM 359</u> <u>Richmond, Texas 77469</u>
<u>Charlet Norris</u>	<u>5507 FM 359</u> <u>Richmond, Texas 77469</u>

ARTICLE VIII

The affairs of this Corporation shall be managed by a board of three (3) directors. The number of directors may be changed by amendment of the By-Laws of the Corporation, but in no event shall the Board of Directors number less than three (3). The name and addresses of the persons who are to act in the capacity of initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Larry K. Siller, President</u>	<u>3010 River Forest Drive</u> <u>Richmond, Texas 77469</u>
<u>Margo Godwin</u>	<u>5507 FM 359</u> <u>Richmond, Texas 77469</u>
<u>Charlet Norris</u>	<u>5507 FM 359</u> <u>Richmond, Texas 77469</u>

The directors shall continue to serve until their successors are selected and qualified in the manner provided by the By-Laws of the Corporation.

ARTICLE IX

No part of the revenues of this Corporation shall ever inure, directly or indirectly, to the benefit of any private person or entity, and no directors, officer or any other person, at any time, either upon dissolution of this Corporation or in any other event, shall be considered the owner of or entitled to any extent to, any of the assets, funds, properties or profits of this Corporation, and all of which shall be used exclusively for the purpose for which this Corporation is formed.

ARTICLE X

All of the property of this Corporation shall be held and administered to effectuate its purposes. the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, all assets not otherwise required to be distributed or applied pursuant to the Texas Non-Profit Corporation Act shall be dedicated to the public or conveyed to Fort Bend County, Richmond, Texas, in trust for the public.

IN WITNESS WHEREOF, we have hereunto set our hands this 31st day of October, 2002.

[Signature]
Larry K. Siller, President (Signature)

Margo Godwin
Margo Godwin (Signature)

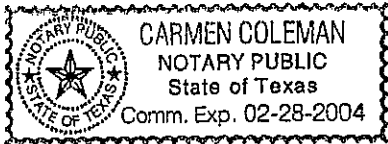
Charlet Norris
Charlet Norris (Signature)

STATE OF TEXAS §

COUNTY OF Fort Bend §

I, the undersigned notary public, hereby certify that on this 31st day of October, 2002, personally appeared before me Larry K. Siller, Margo Godwin, and Charlet Norris who being by me first duly sworn, severally declared that they are the person who signed the foregoing document as incorporators, and that the statements therein contained are true.

SEAL



Carmen Coleman
Notary Public in and for the State of Texas

Carmen Coleman
Printed Name

My Commission Expires:
02-28-2004