

**ARTICLES OF INCORPORATION
OF
SUMMERWOOD MASTER ASSOCIATION, INC.**

I, the undersigned, natural person, of the age of eighteen (18) years or more, 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 I

The name of the corporation is Summerwood Master Association, Inc. (hereafter referred to as "this corporation" or the "Association").

ARTICLE II

The Association 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 Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV below. Notwithstanding any other provision of these articles, the Association shall not carry on any 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) To promote the health, safety and welfare of the residents of the master planned community known as "Summerwood" in Harris County, Texas and insofar as permitted by law, to do any other thing that will promote the common benefit and enjoyment of the Members of the Association and residents of the Summerwood Project (as defined in the Association's By-Laws).

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

- (1) Cause to be kept a complete record of all its receipts and disbursements and to present a statement thereof and a summary of the major activities of the preceding accounting period to its Members on an annual basis;
- (2) Supervise all agents and employees of the Association and to see that their duties are properly performed;
- (3) 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 Association;
- (4) Procure and maintain liability insurance for its Board of Directors, its officers, agents and employees;
- (5) Exercise all powers reasonably necessary to effectuate the purposes of the Association;
- (6) Manage, control, operate, maintain, preserve, repair and improve the property owned by the Association, or any property owned by another association for which the corporation, by contract, has a right or duty to provide such services;
- (7) Borrow money for any purpose subject to such limitations as may be contained in the Association's By-Laws;
- (8) 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;
- (9) Provide or contract for services benefitting the property within the Summerwood Project including, without limitation, garbage removal and any and all supplemental municipal services as may be necessary or desirable; and
- (10) Contract with other associations, organizations, or groups to provide for the operation and maintenance of common

areas, road rights-of-way, landscape reserves and other property within or in the vicinity of the Summerwood Project.

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 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

This corporation shall be a membership corporation without certificates or shares of stock. Each homeowner's association or property owners association with jurisdiction over any single family residential lots or other property within the Summerwood Project which enters into a contract for the Association to provide services (a "Summerwood Association") shall be a Member of the Association. McCord Development Communities, L.P., a Delaware limited partnership which is the developer of the Summerwood Project, its successors, or assigns (the "Declarant") shall also be a member of the Association as long as it owns any property within the Summerwood Project.

ARTICLE VI

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

ARTICLE VII

The business and affairs of this corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall initially consist of five (5) members. The initial Board of Directors shall consist of the following individuals:

- (1) Susan Alexander
14111 Summerwood Lakes Drive
Houston, Texas 77044

- (2) John Mature
14111 Summerwood Lakes Drive
Houston, Texas 77044
- (3) Laura Broome
14111 Summerwood Lakes Drive
Houston, Texas 77044
- (4) W. Philip Conway
14111 Summerwood Lakes Drive
Houston, Texas 77044
- (5) Roy W. Zajdek
14111 Summerwood Lakes Drive
Houston, Texas 77044

As long as the Declarant is a member of the Association, the Board of Directors shall contain the greater of three (3) members or two (2) times the number of Summerwood Association Members plus one (1) and each Summerwood Association Member shall have the right to appoint one (1) member of the Board of Directors and the Declarant shall have the right to appoint all other members of the Board of Directors. After the date on which the Declarant is no longer a member of the Association, the Board of Directors shall contain a number of directors equal to the number of Summerwood Association Members and each Summerwood Association Member shall have the right to appoint one (1) member of the Board; provided, however if there are less than three (3) Summerwood Association Members, the Board shall contain two (2) times the number of Association and each Summerwood Association Member shall have the right to appoint two (2) members of the Board and provided further that if there is only one (1) Summerwood Association Member, the Board of Directors shall contain three (3) members and that Summerwood Association Member shall have the right to appoint all of the Board members. The number of directors of the Association may be increased or decreased at any time by amendment of the By-Laws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

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 this corporation shall not be liable to this 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 affect any limitation on the personal liability of a director of this corporation existing at the time of such repeal or amendment.

ARTICLE IX

This 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 incorporator is:

Name:

Richard L. Rose

Address:

1001 Fannin, Suite 800
Houston, Texas 77002

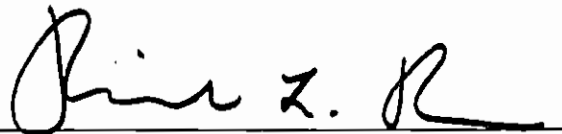
ARTICLE XI

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 and may thereafter be amended or altered by a majority vote of the Board of Directors of this corporation; provided, however, any amendment of the By-Laws during the Class "B" Control Period must be approved by the Declarant.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 18th day of August, 1998.



Richard L. Rose

July 9, 1998

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

Re: Summerwood Master Association, Inc.

Gentlemen:

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

Very truly yours,

SUMMERWOOD COMMUNITY
ASSOCIATION, INC.

By: W. Phillip Conway

Its: VICE-PRESIDENT



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

SUMMERWOOD MASTER ASSOCIATION, INC.
CHARTER NUMBER 01501595

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 AUG. 19, 1998

EFFECTIVE AUG. 19, 1998



A handwritten signature in black ink, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State