

TABLE OF CONTENTS

ARTICLE I

ARTICLE II

ARTICLE III

ARTICLE IV

ARTICLE V

ARTICLE VI

(a) Class A

(b) Class B

ARTICLE VII

ARTICLE VIII

ARTICLE IX

ARTICLE X

ARTICLE XI

ARTICLES OF INCORPORATION
OF
FIRST COLONY COMMUNITY SERVICES ASSOCIATION, INC.

I, the undersigned, a natural person of the age of twenty-one (21) 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 of such corporation:

ARTICLE I

The name of the Corporation is FIRST COLONY COMMUNITY SERVICES ASSOCIATION, INC., (hereinafter called "the Association").

ARTICLE II

The street address of the initial registered office of the Association is 10500 Richmond, Suite 111, Houston, Texas 77042, and the name of its initial registered agent at such address is Judith Alspaugh.

ARTICLE III

The association is a non-profit corporation, without capital stock. The Association is organized solely for the purposes specified in Article V, and no part of its property, whether income or principal, shall ever inure to the benefit of any Director, Officer, or employee of the Association, or of any individual having a personal or private interest in the activities of the Association, nor shall any such Director, Officer, employee or individual receive or be lawfully entitled to receive any profit from the operations of the Association, except a reasonable allowance for salaries, compensation or reimbursement for personal services actually rendered in carrying out one or more of its stated purposes. The Association shall not engage in, and none of its funds or property shall be devoted to, carrying on propaganda or otherwise attempting to influence legislation.

ARTICLE IV

The period of the Association's duration is perpetual.

ARTICLE V

The purpose or purposes for which said Association is organized are to act as agent for the civic and social benefit and betterment of the residents and property owners of the First Colony Community in Fort Bend County, Texas which property is being developed by SUGARLAND PROPERTIES INCORPORATED, ("Declarant"), and for any and all other property which is accepted by this Association for similar purposes, those purposes being as follows:

(a) To exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions for First Colony ("Restrictions") recorded on June 22, 1982, under Clerk's File No. 24932, of Fort Bend County, Texas as the same may be amended from time to time;

(b) To affix, levy collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Restrictions referred to hereinabove;

(c) To 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 this Association subject to the limitations set forth in the Restrictions;

(d) To borrow money, to mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred subject to the limitations set forth in the Restrictions;

(e) To promote and provide recreational and other facilities for the residents and owners of said property;

(f) To provide any activity or service conducted for the mutual benefit of residents and owners as provided in the Restrictions and to have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation law of the State of Texas, by law may now or hereafter exercise.

ARTICLE VI

Every person or entity who is the record Owner, whether one or more persons or entities, of a fee simple title to any Residential Unit or Tract which is subject, by the Restrictions, to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Memberships shall be appurtenant to and may not be separated from ownership of any Residential Unit or Tract. Any Mortgagee or Lienholder who acquires title to any property which is a part hereof, through foreclosure shall be a member of the Association.

The Association shall have two (2) classes of membership, Class "A" and Class "B" as follows:

(a) Class "A". Class "A" members shall be all Owners with the exception of the Class "B" members, if any.

Class "A" members who are Owners of Residential Units shall be entitled on all issues to one (1) vote for each Residential Unit in which they hold the interest required for membership. When more than one person holds such interest in any Residential Unit, the vote for such Residential Unit shall be exercised as those Owners themselves determine and advise the Secretary of the Association prior to any meeting. In the absence of such advice, the Residential Unit's vote shall be suspended in the event more than one person seeks to exercise it. Any Owner of Residential Units which are leased may, in the lease or other written instrument, assign the voting right appurtenant to that Residential Unit to the Lessee, provided that a copy of such instrument is furnished to the Secretary prior to any meeting.

Class "A" members who are Owners of designated Tracts shall be entitled on all issues to one (1) vote for each seven thousand five hundred (7,500) square feet of land area owned. In the case of fractional votes, the vote shall be rounded off to the nearest whole number. When more than one (1) person holds such interest in any Tract (such as a Commercial Association composed of Commercial Units), the votes for such Tract shall be exercised as those Owners themselves determine and advise the Secretary of the Association prior to any meeting. In the absence of such advise, the Tract's votes shall be suspended in the event more than owner person seeks to exercise it.

(b) Class "B". Class "B" members shall be the Declarant and any successor of Declarant who takes title for the purposes of development and sale. The Class "B" members shall originally be entitled to fifty-five thousand (55,000) votes; this number shall be decreased by one (1) vote for each Class "A" vote existing at any one time. The Class "B" membership shall terminate and become converted to Class "A" membership upon the happening of the earlier of the following:

(i) when the total outstanding Class "A" votes equal or exceed forty- one thousand two hundred fifty (41,250);

(ii) January 1, 2012; or

(iii) when, in its discretion, the Declarant so determines.

From and after the happening of these events, whichever occurs earlier, the Class "B" members shall be deemed to be Class "A" members entitled to one (1) vote for each Residential Unit and one (1) vote for each seven thousand five hundred (7,500) square feet of land area owned in a Tract, and in which the interest required for membership is held. At such time, the Declarant shall call a meeting as provided in the By-Laws for special meetings to advise the membership of the termination of Class "B" status.

ARTICLE VII

The affairs of this Association shall be managed by a board of not less than five (5) directors, who need not be members of the Association. The number of directors shall be changed by amendment of the By-Laws of the Association as provided therein. The names and addresses of the persons who are to act in the capacity of initial directors until the selection of their successors are:

Dennis Guerra	Sugarland Properties, Inc. 1250 Shoreline Drive, Suite 360 Sugar Land, Texas 77478
Hugh Tucker	Sugarland Properties, Inc. 1250 Shoreline Drive, Suite 360 Sugar Land, Texas 77478
Less Newton	Sugarland Properties, Inc. 1250 Shoreline Drive, Suite 360 Sugar Land, Texas 77478
Steve Ewbank	Sugarland Properties, Inc. 1250 Shoreline Drive, Suite 360 Sugar Land, Texas 77478
L. Michael Cox	Sugarland Properties, Inc. 1250 Shoreline Drive, Suite 360 Sugar Land, Texas 77478

At the first annual meeting, the members shall elect one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years and two (2) directors for a term of three (3) years and at each annual meeting thereafter the members shall elect directors for terms of three (3) years, as needed.

ARTICLE VIII

The Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than seventy-five percent (75%) of the aggregate of the votes of both classes of membership. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, if any, shall vest in the Owners, who shall thereafter own equal, undivided interests in and to such assets.

ARTICLE IX

Amendment of these Articles shall require the affirmative vote (in person or by proxy) or the written consent of Members representing a majority of the total number of votes of the Association, which shall include a majority of the votes of Members other than Declarant, or, where the two (2) class voting structure is still in effect, shall include a majority number of votes of each class of Members.

ARTICLE X

This provision shall be applicable only in the event of Federal Housing Administrative (“FHA”) and Veterans’ Administration (“VA”) approval of the Property and only as long as there is a Class “B” membership. The following actions will require the prior approval of the FHA or the VA: Mergers and consolidations, mortgaging of Common Areas within FHA or VA approved Neighborhoods, dedication of Common Area within FHA or VA approved neighborhoods and dissolution and amendment of these Articles.

ARTICLE XI

The name and street address of the incorporator is:

L. Michael Cox	Sugarland Properties Inc. 1250 Shoreline Drive, Suite 360
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Sugar Land, Texas 77478

IN WITNESS WHEREOF, we have hereunto set our hand this the 31 day of July, 1987.

L. Michael Cox

THE STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared L. Michael Cox known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

SWORN to on the 31 day of July, 1987, by the above named incorporators.

Notary Public, State of Texas

Printed Name of Notary

My Commission Expires: 1/23/91