

DEC 10 2001

Corporations Section

ARTICLES OF INCORPORATION

OF

GREAT OAKS SOUTH HOMEOWNERS ASSOCIATION, INC.

I, the undersigned, being of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, as it may be amended, do hereby adopt the following Articles of Incorporation of such corporation:

Article 1. Name. The name of the corporation is Great Oaks South Homeowners Association, Inc. (hereinafter called the "**Corporation**" or the "**Association**").

Article 2. Type of Corporation. The Corporation is a non-profit corporation organized pursuant to the Texas Non-Profit Corporation Act and has no capital stock.

Article 3. Duration. The Corporation shall have perpetual duration.

Article 4. Definitions. In addition to the definitions set forth herein, capitalized terms that are not defined herein shall have the meaning as defined in the Declaration of Covenants, Conditions and Restrictions for Great Oaks South, recorded or to be recorded in the public land records of Fort Bend County, Texas, as it may be amended from time to time (the "**Declaration**"), which definitions are incorporated herein by this reference.

Article 5. Registered Office and Agent. The initial registered office of the Corporation is 523 N. Sam Houston Parkway E., Suite 400, Houston, Texas 77060, and the initial registered agent at such address is Ben Phillips.

Article 6. Incorporator. The name and address of the incorporator is Ben Phillips.

Article 7. Purpose of Corporation. The Corporation does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. In way of explanation and not of limitation, the purposes for which it is formed are: (i) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws, and as provided by law; and (ii) to provide an entity for the furtherance of the interests of the owners of property subject to the Declaration.

Article 8. Powers of the Corporation. In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by the Declaration or the Bylaws, may be exercised by the Board of Directors: (i) all of the powers conferred upon nonprofit corporations by the laws of the State of Texas in effect from time to time; (ii) all rights and powers conferred on property owners' associations by the laws of the State of Texas; and (iii) all powers necessary, appropriate, or advisable to perform any purpose or duty of the Association as set out in these Articles of Incorporation, the Bylaws, the Declaration or the laws of the State of Texas.

Article 9. Membership. The Corporation shall be a membership corporation without certificates or shares of stock. All Owners, by virtue of their ownership of a Lot subject to the Declaration, are Members of the Association and such membership is appurtenant to, and inseparable from, ownership of the Lot.

Article 10. Voting. The Members shall be divided into classes and entitled to vote in accordance with the Declaration and the Bylaws. Cumulative voting is not allowed.

Article 11. Board of Directors. The business and affairs of the Corporation shall be conducted, managed, and controlled by a Board of Directors. The Board of Directors may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine. The method of election (except for the initial Board of Directors below), removal and filling of vacancies, and the term of office shall be as set forth in the Bylaws. The Board of Directors shall consist of 3, 5 or 7 members. The initial Board of Directors shall consist of the following 3 members:

Ben Phillips	523 N. Sam Houston Parkway E., Suite 400; Houston, Texas 77060
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Dan Barrineau	523 N. Sam Houston Parkway E., Suite 400; Houston, Texas 77060
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Terry Dawson	523 N. Sam Houston Parkway E., Suite 400; Houston, Texas 77060
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Article 12. Limitation on Directors' and Officers' Liability and Indemnification. Except as provided below in this paragraph, an officer, director or committee member of the Association is not liable to the Association or its Members for monetary damages or acts or omissions that occur in the person's capacity as an officer, director or committee member, except to the extent a person is found liable for: (i) a breach of the officer's, director's or committee member's duty of loyalty to the Association or its Members; (ii) an act or omission not in good faith that constitutes a breach of duty of the officer, director or committee member to the Association; (iii) an act or omission that involves intentional misconduct or a knowing violation of the law; (iv) a transaction from which the officer, director or committee member receives an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's office or position; or (v) an act or omission for which the liability of an officer, director or committee member is expressly provided by an applicable statute. The liability of officers, directors and committee members of the Association may also be limited by the Charitable Immunity and Liability Act of 1987, Chapter 84, Texas Civil Practice and Remedies Code, as amended. The foregoing limitation on the liability of an officer, director or committee member does not eliminate or modify that person's liability as a Member of the Association.

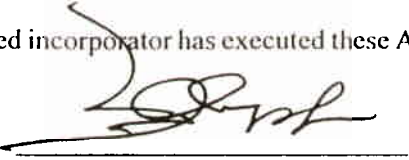
Article 13. Dissolution. The Corporation may be dissolved with the written approval of not less than 67% of each class of Members as may be more specifically provided in the Bylaws and in accordance with the laws of the State of Texas. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation will be distributed to an appropriate public agency to be used for purposes similar to those for which this Corporation was created, or shall be granted, conveyed and assigned to a nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Any dissolution is subject to the terms of Article 15 hereof, if applicable.

Article 14. Amendment. Amendment of these Articles of Incorporation shall require approval of at least 67% of all Lot Owners.

Article 15. VA/HUD. So long as there is a Class B membership, the following actions shall require the prior approval of HUD or VA: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, and dissolution and amendment of these Articles of Incorporation.

Article 16. Conflict with Other Documents. In the event of a conflict between these Articles of Incorporation and the Declaration, the Declaration shall control. In the event of a conflict between these Articles of Incorporation and the Bylaws, these Articles of Incorporation shall control.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of NOVEMBER 2001.



Ben Phillips

**STATE OF TEXAS
COUNTY OF FORT BEND**

The above and foregoing is a true and correct copy as the same appears on file and recorded in the appropriate records of Fort Bend County, Texas.

Thereby certify on 2-8-2002



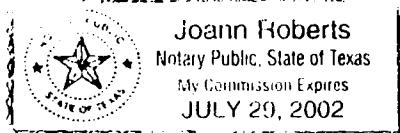

County Clerk
Fort Bend County, Texas

STATE OF TEXAS

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COUNTY OF HARRIS

The foregoing instrument was acknowledged before me on this the 8 day of February, 2002, by Ben Phillips, Division Controller of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada general partnership, on behalf of said corporation and partnership.



Joann Roberts

Notary Public, State of Texas

Notary's Name Printed:

My Commission Expires: _____

AFTER RECORDING RETURN TO:

Centex Homes
Attn: Michelle Heineman
9441 LBJ Freeway #504
Dallas, Texas 75343

Red
Commerce Title Company
523 N. Sam Houston Pky. E.
#400
Houston, Texas 77060

FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Dianne Wilson

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TD \$13.00

DIANNE WILSON, COUNTY CLERK
FORT BEND COUNTY, TEXAS