

Office of the Secretary of State

May 24, 2006

Blumberg Excelsior Corporate Services, Inc.
814 San Jacinto Blvd., Ste. 303
Austin, TX 78701 USA

RE: PEARLAND FARMS HOMEOWNERS ASSOCIATION, INC.
File Number: 800659629

It has been our pleasure to file the certificate of formation and issue the enclosed certificate of filing evidencing the existence of the newly created nonprofit corporation.

Nonprofit corporations do not automatically qualify for an exemption from federal and state taxes. Shortly, the Comptroller of Public Accounts will be contacting the corporation at its registered office for information that will assist the Comptroller in setting up the franchise tax account for the corporation. If you need to contact the Comptroller about franchise taxes or exemption therefrom, you may contact the agency by calling (800) 252-1381, by e-mail to tax.help@cpa.state.tx.us or by writing P. O. Box 13528, Austin, TX 78711-3528. Telephone questions regarding other business taxes, including sales taxes, should be directed to (800) 252-5555. Information on exemption from federal taxes is available from the Internal Revenue Service.

Nonprofit corporations do not file annual reports with the Secretary of State, but do file a report not more often than once every four years as requested by the Secretary. It is important for the corporation to continuously maintain a registered agent and office in Texas as this is the address to which the Secretary of State will send a request to file a periodic report. Failure to maintain a registered agent or office in Texas, failure to file a change to the agent or office information, or failure to file a report when requested may result in the involuntary termination of the corporation. Additionally, a nonprofit corporation will file documents with the Secretary of State if the corporation needs to amend one of the provisions in its certificate of formation.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555
Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

PEARLAND FARMS HOMEOWNERS ASSOCIATION, INC.
File Number: 800659629

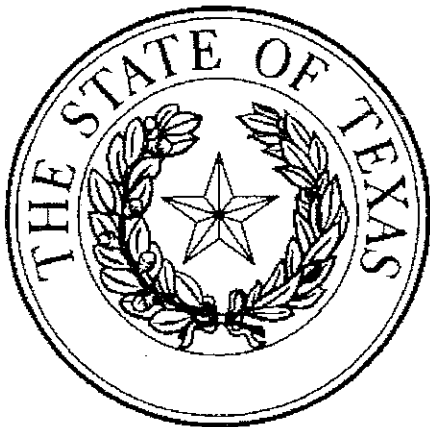
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a 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: 05/24/2006

Effective: 05/24/2006



A handwritten signature of Roger Williams in black ink.

Roger Williams
Secretary of State

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ARTICLES OF INCORPORATION
OF
PEARLAND FARMS HOMEOWNERS ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas
MAY 24 2006
Corporations Section

In compliance with the requirements of Texas Non-Profit Corporation Act, the undersigned, who is of full age, does this day for the purpose of forming a corporation not for profit hereby certify:

ARTICLE I

The name of the corporation is PEARLAND FARMS HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

The registered office of the Association is located at 5426 Fairdale, Houston, Texas 77056.

ARTICLE III

Dwain Evans, whose street address is 5426 Fairdale, Houston, Texas 77056 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association is a non-profit corporation, and the specific purpose for which it is formed is for the maintenance and governance of common areas for the mutual benefit of the homes in the subdivision known as Pearland Farms Subdivision, platted and recorded in Volume 22, Pages 41 and 42, of the Map Records of Brazoria County, Texas, after having been approved as provided by law, and any other property subsequently brought under the authority of the Association, and to promote the health, safety and welfare of the residents within the above-described property and for this purpose 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, hereinafter called the "Declaration", applicable to the property and recorded under Clerk's File No. GF# 0450835 Film Code No. STC-BC in the Official Public Records of Brazoria County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; and 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;

(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 in order to pay for any expenditure or outlay required pursuant to the authority granted by the provisions of the Declaration;

(e) participate in mergers and consolidations with other non profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of a majority of each class of members;

(f) 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 now or hereafter may have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting members:

Class A. Class A members shall be all Owners with the exception of the Declarant and shall be entitled to one vote for each Lot. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of such Lot shall be exercised as the persons among themselves determine, but in no event shall more than one vote be cast with respect to a Lot.

Class B. Class B members shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership when all Lots in the Subdivision have been sold to Owners other than the Declarant, or on such date that the Declarant, in its discretion, so determines and records an instrument to such effect in the Official Public Records of Brazoria County.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who do not have to be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association, but in no event shall be less than three. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are as follows:

Dwain Evans, 5426 Fairdale, Houston, Texas 77056

Barbara Evans, 5426 Fairdale, Houston, Texas 77056

Rosalie Maldonado, 5426 Fairdale, Houston, Texas 77056

At the first annual meeting the members shall elect one (1) director for a term of one year, and two (2) directors for a term of two years; and at annual meetings thereafter the members shall elect directors for two year terms as needed to restore Board membership to three directors. When full control of the Association is turned over from the Declarant to the homeowners, then all Directors must be members.

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator of the Association is Dwain Evans, 5426 Fairdale, Houston, Texas 77056.

ARTICLE IX

INDEMNIFICATION

The Association may indemnify a person who was, is, or is threatened to be made a

named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Association as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

As the bylaws provide, the Board of Directors may define the requirements and limitations for the corporation to indemnify directors, officers, or others related to the Association.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of members as such memberships exist at the time of dissolution. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed as provided in the Texas Nonprofit Corporation Act.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

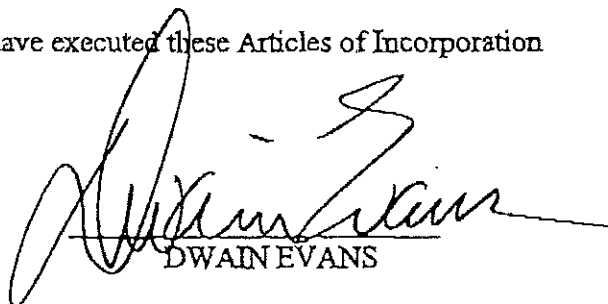
ARTICLE XII

AMENDMENTS

Amendments of these Articles shall require the assent of two thirds (2/3rds) of the votes of the membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, I, the incorporator of this Association, have executed these Articles of Incorporation

this 24 day of May, 2006


DWAIN EVANS

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, a Notary Public, do hereby certify that on this the 24 day of May 2006 personally appeared before me, DWAIN EVANS, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Lori A. Knight
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

