

**ARTICLES OF INCORPORATION**  
**OF**  
**ROYAL OAKS RESIDENTIAL**  
**COMMUNITY OWNERS ASSOCIATION, INC.**



The State of Texas

Secretary of State

CERTIFICATE OF INCORPORATION

OF

ROYAL OAKS RESIDENTIAL COMMUNITY OWNERS ASSOCIATION, INC  
CHARTER NUMBER 01571239

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 FEB. 25, 2000

EFFECTIVE FEB. 25, 2000



A handwritten signature in black ink, appearing to read "Elton Bomer".

Elton Bomer, Secretary of State

FILED  
In the Office of the  
Secretary of State of Texas

ARTICLES OF INCORPORATION OF  
ROYAL OAKS RESIDENTIAL COMMUNITY OWNERS ASSOCIATION, INC.

FEB 25 2000

~~Corporation~~ ~~Division~~

I, the undersigned natural person of the age of eighteen years or more, 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 Royal Oaks Residential Community Owners Association, Inc. (hereinafter called the "*Association*").

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The period of the Association's duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Association is organized are 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 Royal Oaks Residential Community filed for record in the Office of the County Clerk of Harris County, Texas, as the same may be amended and supplemented from time to time (as so amended and supplemented, hereinafter referred to as the "*Declaration*"), the Declaration being incorporated by reference herein as if set forth at length;

(b) To preserve, maintain, enforce and carry out the plan for the improvement, development, maintenance, sale, and use of the Properties, and portions thereof, the reservations, restrictions, covenants, conditions, easements, liens and charges, as set forth in the Declaration, by exercising all of the powers of the Association provided therein;

(c) To provide for the management, maintenance, repair, replacement, administration, insuring and operation of the Common Areas and the Properties as provided in the Declaration, the Bylaws of the Association and any rules and regulations promulgated in connection therewith; and

(d) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act, by law may now or hereafter exercise.

Capitalized terms used but not defined in these Articles of Incorporation, which are defined in the Declaration, shall have the same meanings in these Articles of Incorporation as they have in the Declaration.

#### ARTICLE V

The Association is a membership corporation. The provisions for membership are set forth in the Association's Bylaws.

#### ARTICLE VI

The street address of the initial registered office of the Association is c/o Locke Liddell & Sapp LLP, 3400 Chase Tower, 600 Travis Street, Houston, Texas 77002 and the name of its initial registered agent at such address is Lance C. Pace.

#### ARTICLE VII

Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected/appointed as provided in the Bylaws of the Association. The number of directors constituting the initial Board of Directors is three (3). The names and addresses of the persons serving in this capacity and who constitute the initial Appointed Board are:

Doug Shipman VP  
c/o Royal Oaks Country Club  
11000 Richmond, Suite 360  
Houston, Texas 77042

~~Barry Stephens~~ Jeff Slaven, Pres  
c/o Royal Oaks Country Club  
11000 Richmond, Suite 360  
Houston, Texas 77042

Paul Levy Sec/Treas.  
c/o Royal Oaks Country Club  
11000 Richmond, Suite 360  
Houston, Texas 77042

ARTICLE VIII

The name and street address of the incorporator is Lance C. Pace, Locke Liddell & Sapp LLP, 3400 Chase Tower, 600 Travis, Houston, Texas 77002.

ARTICLE IX

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 notwithstanding the provisions of Article 1396-6.02, Section A(3) or Article 1396-7.06, Section B(3) of the Texas Revised Civil Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand this 25<sup>th</sup> day of February, 2000.

Lance C. Pace  
LANCE C. PACE

## SIXTH SUPPLEMENTAL DECLARATION

This Sixth Supplemental Declaration ("*Sixth Supplemental Declaration*") is executed as of the 10<sup>th</sup> day of June, 2002 by ROYAL OAKS LAND LIMITED PARTNERSHIP, a Delaware limited partnership ("*Declarant*").

### RECITALS

Reference is here made to that certain Declaration of Covenants, Conditions and Restrictions for Royal Oaks Residential Community (the same, as heretofore amended, is herein called the "*Existing Declaration*") dated March 2, 2000 executed by Declarant and filed for record under Harris County Clerk's File No.U-257546 of the Real Property Records of Harris County, Texas. The Existing Declaration provides that certain property described therein may be subjected to the terms of the Declaration and that the Declarant has the right to do so. Declarant desires to subject the real property described on *Exhibit A* attached hereto (the "*Additional Properties*") to the Declaration.

### ANNEXATION

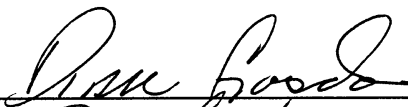
1. Annexation. In accordance with Article IX of the Existing Declaration, Declarant hereby subjects the Additional Properties to the Existing Declaration such that the Additional Properties shall be and do hereby constitute part of the "Properties" thereunder.

2. Miscellaneous. Except as expressly supplemented hereby, the Existing Declaration shall remain in full force and effect. This instrument may be executed in one or more counterparts, each such counterpart being an original hereof and all such counterparts when taken together shall constitute but one and the same instrument.

This instrument is executed as of the date first set forth above

ROYAL OAKS LAND LIMITED PARTNERSHIP

By: Royal Oaks Genpar LLC, General Partner

By:   
Name: Dirk Gosda  
Title: COO

THE STATE OF Texas

§  
§  
§

COUNTY OF Harris

This instrument was acknowledged before me on the 10 day of June, 2002 by Dirk Gosda, an authorized representative of Royal Oaks Genpar LLC, in its capacity as general partner of Royal Oaks Land Limited Partnership, a Delaware limited partnership, on behalf of said company and said partnership.

Becky Marie Walther  
Notary Public in and for the State of Texas

[STAMP]



The undersigned, Southwest Bank of Texas, N.A. hereby executes this instrument for the purposes of, and does hereby, subordinate all liens and security interests in and to the Properties held by said Southwest Bank of Texas, N.A., to the covenants, conditions, restrictions, easements, liens and other terms and provisions of this instrument and declare the same to be superior to any and all liens and security interests in and to the Properties held by Southwest Bank of Texas, N.A.

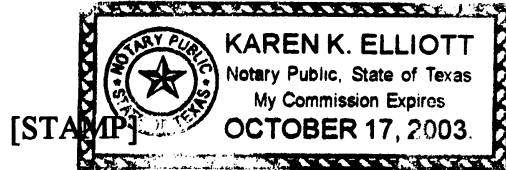
SOUTHWEST BANK OF TEXAS, N.A.

By: *George M. Marshall, EVP*  
Name: George M. Marshall  
Title: Executive Vice President

THE STATE OF TEXAS           §  
  §  
COUNTY OF HARRIS         §

This instrument was acknowledged before me on the 10 day of July, 2002 by George M. Marshall, EVP of Southwest Bank of Texas, N.A., a national association, on behalf of said association.

*Karen K. Elliott*  
Notary Public in and for the  
State of Texas





**EXHIBIT A**

**ROYAL OAKS COUNTRY CLUB, SECTION EIGHT, an addition in Harris County, Texas, according to the map or plat thereof filed for record under Film Code No. 489060 of the Map Records of Harris County, Texas.**