



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of


LAKE OLYMPIA CIVIC ASSOCIATION
CHARTER NO. 682845-01

were filed in this office and a certificate of incorporation was issued on
DECEMBER 9, 1983;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.



*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
unpressed hereon the Seal of State at my office in
the City of Austin, on July 11, 1997.*



Antonio O. Garza, Jr.
Secretary of State

BAM

ARTICLES OF INCORPORATION

OF

LAKE OLYMPIA CIVIC ASSOCIATION

WE, the undersigned, natural persons of the age of eighteen (18) years or more, at least two (2) of whom are citizens of the State of Texas, acting as incorporators 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 LAKE OLYMPIA CIVIC ASSOCIATION.

ARTICLE II

The Corporation is a non-profit Corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purposes for which the Corporation is organized are:

- (1) The primary purpose is to promote and develop the common good, social welfare, security, safety, and civic interests of the residents of a development known as Lake Olympia, a community in Fort Bend County, Texas, being more particularly described as Lots 1 through 60, inclusive, in Block 1; Lots 1 through 18, inclusive, in Block 2; Lots 1 through 52, inclusive, in Block 3; Lots 1 through 25, inclusive, in Block 4; and Lots 1 through 34, inclusive, in Block 5, all in PALMER PLANTATION AT LAKE OLYMPIA Section One (1), a subdivision in Fort Bend County, Texas according to the map or plat thereof recorded on Slide No. 626B in the Plat Records of Fort Bend County, Texas, and such other real property which is hereafter subdivided by a map or plat recorded among the appropriate records of Fort Bend County, Texas and annexed to such subdivision by a Declaration of Annexation executed by Lake Olympia Development, N. V., a Netherlands Antilles corporation doing business as Lake Olympia Development Corporation (hereinafter referred to as the "Declarant") (such subdivision and all such other real property which is so subdivided and annexed thereto being hereinafter collectively referred to as the "Subdivision").

Without limiting the generality of the foregoing, the purposes and powers of the Corporation shall include the acquisition, construction, management, maintenance, and care of property in the Subdivision; the taking and holding of any property within the Subdivision; the establishment, administration, and enforcement of covenants, conditions, restrictions, reservations, servitudes,

profits, licenses, easements, liens, or charges on the Subdivision for the support and benefit of the Corporation and the welfare or benefit of the Subdivision or residents thereof; the construction, beautification, improvement, installation, extension, operation, maintenance, repair, restoration, modification, management, regulation, and control of the common areas in the Subdivision and any improvements thereon and any personal property, fixtures, equipment, machinery, facilities, or services thereon or used in connection therewith; the making and collection of assessments on members of the Corporation for the purposes provided herein, including the establishment of reasonable reserves for such purposes, the administration of such funds so collected, and the charging of reasonable admission and other fees for the use of any facilities or services which are a part of the common areas in the Subdivision; the sale, conveyance, or disposition of any property of the Corporation to any governmental entity or agency which either requests conveyance of the same or initiates condemnation proceedings to acquire the same, for public purposes; the lease of any property of the Corporation for the benefit of the Corporation, the extension of the right to use and enjoy any common area in the Subdivision to any person or persons, the granting or dedication of easements in, on, under, or above any common area in the Subdivision to any public or governmental agency or authority or to any utility company for any service to the Subdivision or any part thereof; and the purchase, ownership, lease, and operation for the benefit and use of the residents of the Subdivision recreational or water facilities or other facilities or clubs in the Subdivision.

- (2) The general purposes and powers are to have and exercise all the rights and powers conferred on non-profit corporations under the Texas Non-Profit Corporations Act, as such law is now in effect or may at any time hereafter be amended, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Corporation which are not forbidden by the Texas Non-Profit Corporation Act, by any other applicable law, or by these Articles of Incorporation.
- (3) Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation as set forth in Paragraph (1) of this Article IV, and nothing contained in the foregoing statement of purposes shall be construed to authorize the Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual.

ARTICLE V

(1) The Corporation shall have two classes of voting membership:

Class A. Each person or entity other than the Declarant who is a record owner of a tract or parcel reflected on the recorded plat of the Subdivision and which is subject to assessment by the Corporation pursuant to the provisions of any recorded instrument relating to such instrument (such tract or parcel being hereinafter referred to as a "Lot"), shall be a Class A member of the Corporation. Each Class A member shall be entitled to one vote for each Lot owned; provided, however, that when more than one person or entity holds an interest in a Lot, all such persons or entities shall be members and the vote for such Lot shall be exercised as they may determine, but in no event shall more than one vote be cast with respect to any Lot. There shall be no fractional votes.

Class B. The Declarant shall be the Class B member and shall be entitled to three (3) votes for each Lot owned by it. The Class B membership shall cease and be converted to a Class A membership upon the occurrence of any of the following events, whichever occurs first:

- (a) When the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership, taking into consideration all Lots owned by the Declarant within the Subdivision (such date being herein called the "Equalization Date"),
- (b) January 1, 2015; or
- (c) When, in its discretion, the Developer so determines.

(2) The Corporation shall have the right by action of the Board of Directors of the Corporation to suspend the voting rights of any member and/or the right of any member to use any Common Area (such Common Area being all real and personal property defined or designated as such by the Declarant by Declaration or other instrument recorded among the Real Property Records of Fort Bend County, Texas) of any member if:

- (i) such member is in default in the payment of any assessment or charge lawfully imposed upon him or any property owned by him by the Corporation or is in default in the payment of any other amount of money due to the Corporation for a period of forty-five (45) days after the due date thereof; or
if such member has failed to comply with any of the restrictions created by declaration executed by the Developer or the rules or regulations of the Corporation, for a period of fifteen (15) days after written notice thereof from the Corporation; and
- (iii) in the event of a default in payment of an assessment, or failure to comply with such restrictions, rules, or regulations, for an additional period not to

exceed sixty (60) days from the date such default or violation is cured or rectified.

ARTICLE VI

The street address of the initial registered office of the Corporation is 4141 Southwest Freeway, Suite 400, Houston, Texas 77027, and the name of its initial registered agent at such address is Andrew M. Choy.

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Andrew M. Choy	4141 Southwest Freeway Suite 400 Houston, Texas 77027
Lorraine Treich	4141 Southwest Freeway Suite 400 Houston, Texas 77027
David K. C. Tsai	4141 Southwest Freeway Suite 400 Houston, Texas 77027

Each initial Director shall serve until the Equalization Date; provided, however, that any Director may resign at any time and, until the Equalization Date, the Declarant shall have the right to remove any Director, at any time, with or without cause by written agreement sent to the Board of Directors. Until the Equalization Date, any vacancy occurring in the Board of Directors shall be filled by the Declarant. After the Equalization Date, members of the Board of Directors shall be elected and shall serve as provided in the By-Laws of the Corporation.

ARTICLE VIII

The name and street address of each incorporator of the Corporation is

Name


Andrew M. Choy

Lorraine Treich

David K. C. Tsai

our hands this 10th day

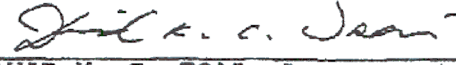
of



ANDREW M. CHOY, Incorporator



LORRAINE TREICH, Incorporator



DAVID K. C. TSAI, Incorporator

STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared ANDREW M. CHOY, LORRAINE TRICHT and DAVID K C. TSAI, who being by me first duly sworn declared that they were the persons who signed the foregoing document as incorporators, and that the statements therein expressed are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 6th day of December, 1983.

Lisa A. Lande
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS
Name: LISA A. LANDA
My Commission Expires: 4-25-87

LISA A. LANDA
Notary Public, State of Texas
My Commission Expires 04/25/87
Bonded by Western Security Corp