

BYLAWS OF
ARTESIAN OAKS MAINTENANCE FUND, INC.

ARTICLE I.
NAME AND LOCATION

Section 1.1, Name. The name of the corporation is ARTESIAN OAKS MAINTENANCE FUND, INC., hereinafter sometimes referred to as the "Association" or the "Corporation."

Section 1.2, Location. The principal office of the of the Corporation shall be located at 7 Switchbud Pl, PMB C192-285, The Woodlands, Montgomery County, Texas 77380, but meetings of members and directors may be held at such places within Montgomery County, Texas, as may be designated by the Board of Directors.

ARTICLE II.
DEFINITIONS

Section 2.1. "Association" shall mean and refer to the ARTESIAN OAKS MAINTENANCE FUND, INC., a Texas nonprofit corporation, its successors and assigns.

Section 2.2. "Owner" shall mean and refer to the owner, whether one or more persons or entities, of record of the fee simple title to each lot which is put of the Properties, but excluding any person whose interest in a lot is held merely as security for the performance of an obligation.

Section 2.3 "Properties" shall mean and refer to that certain real property described in the Declaration and such additional property as may hereafter be brought within the jurisdiction of the Association by amendment to or supplementation of the Declaration.

Section 2.4. "Common Area" shall mean and refer to all real property owned and/or controlled by the Association for the common use and enjoyment of the Owners as described in the Declaration. "Common Properties" shall mean property, both real and personal, owned or managed by the Association.

Section 2.5. "Lot" shall mean and refer to any plot of land shown on the recorded subdivision plat of the Properties, under Clerk's File No. 2001-059178 in Cabinet Q, on sheets 67 through 68, in the Map and Plat Records in Montgomery County, Texas, with the exception to Common Area, easements and dedicated rights of way.

Section 2.6. "Declarant" shall mean and refer to TERRA FIRMA DEVELOPMENT CORP., a Texas corporation, its successors or assigns, provided such successor or assign acquires in a single transaction not less than ten (10) residential lots for purposes of development or residential construction and receives an assignment of Declarant's rights as a part of the acquisition.

Section 2.7. "Declaration" shall mean and refer to the DEED RESTRICTIONS FOR ARTESIAN OAKS, SECTION THREE, applicable to the Properties, and recorded in the Official Public Records of Real Property of Montgomery County, Texas under the Montgomery County Clerk's Instrument File No. 2001-069541, and any amendments thereto.

Section 2.8. "Member" shall mean and refer to those persons entitled to membership in the Association as provided in these Bylaws.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1. Annual Meetings. There shall be a meeting of the Association in the month of April of each year on a date and time determined by the Board of Directors, and at such place in Montgomery County, Texas, as the Board of Directors may determine.

Section 3.2 Special Meetings. Special meetings of the members may be called at any time by the president of the Association or by the Board of Directors, or upon written request of the members who hold at least one-fourth (1/4) of all of the Voting Interest.

Section 3.3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or the person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least ten (10) but not more than sixty (60) days before such meeting date, to each member of the Association, addressed to such member at the members address on the books of the Association. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. The Board of Directors shall determine the place of the meeting.

Section 3.4. Quorum. The presence at the meeting of members, in person, by proxy, by absentee or electronic ballot as provided herein, entitled to cast one-tenth (1/10) of the votes of each class of membership, shall constitute a quorum for any action except as otherwise provided in the Certificate of Formation, the Declaration or these Bylaws. If however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice, other than announcement at the meeting, until a quorum as aforesaid shall be present or represented. No such subsequent meeting shall be held more than thirty (30) days after the date of the original called meeting, except as provided in the Declaration for special meetings called in regard to special assessments. Notwithstanding any provision contained herein to the contrary, in the absence of a quorum at a meeting of Members, the meeting may be adjourned and immediately reconvened for the sole purpose of conducting Director elections. The quorum required for election of Directors at the reconvened meeting shall be the number of votes cast in person, by proxy, by absentee ballot, or electronic ballot.

Section 3.5. Methods of Voting

The voting rights of a Member may be cast or given:

- (1) in person or by proxy at a meeting of the Association;
- (2) by absentee ballot; or
- (3) by electronic ballot by electronic mail or facsimile.

Absentee ballots may not be counted, even if properly delivered, if the Member attends any meeting to vote in person so that any vote cast at a meeting by the Member supersedes any vote submitted by absentee or electronic ballot previously submitted for that proposal. Absentee or electronic ballots may not be counted on the final vote of a proposal if the motion was amended at a meeting of the Members to be different from the exact language on the absentee or electronic ballot. Any solicitation for votes by absentee ballot by the Association must include an absentee ballot that contains each proposed action and provides an opportunity to vote for or against the proposed action, instructions for delivery of the completed absentee ballot, including the delivery location, all of which are required by Section 209.00592 of the TEXAS PROPERTY CODE.

Section 3.6. Proxies. All proxies shall be in writing, on a form approved by the Board of Directors and filed with the Secretary of the Association at least ten (10) days before the preparation of ballots. Every proxy shall be revocable and shall be for no period greater than eleven (11) months.

Section 3.7. Order of Business. Unless determined otherwise by the Board of Directors, the order of business at all meetings of the membership of the Association shall be as follows:

- a. Roll Call
- b. Proof of Notice of Meeting or Waiver of Notice
- c. Reading of Minutes of Preceding Meeting Reports of Officers
- d. Reports of Committees
- e. Election of Directors
- f. Unfinished Business
- g. New Business
- h. Adjournment

Section 3.8. Election Vote Tabulators. A person who is a candidate in an Association election or who is otherwise the subject of an Association vote, or a person related to that person within the third degree of consanguinity or affinity, as determined under Chapter 573 of the TEXAS GOVERNMENT CODE, may not tabulate or otherwise be given access to the ballots cast in the election or vote.

Section 3.9. Recount Procedures. A Member may, not later than the fifteenth (15th) day after the date of a meeting at which an election was held, require a recount of votes in accordance with Section 209.0057 of the TEXAS PROPERTY CODE.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 4.1. Number and Qualification. The affairs of the Association shall be managed by a board of three (3) directors who must 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 the Board of Directors have fewer than three members. Members with a felony conviction or a conviction for a crime involving moral turpitude are not eligible to serve.

Section 4.2. Term of Office. Members of the Board of Directors appointed by Declarant shall serve until removed by Declarant or Owner elected directors are elected to replace directors appointed by Declarant. For so long as any director appointed by Declarant holds office, directors shall serve from the time of the appointment until the next annual meeting. At the first annual meeting of the members to elect directors to replace directors appointed by Declarant, one director shall be elected for a term of one year, one director shall be elected for a term of two years and one director shall be elected for a term of three years; thereafter at each annual meeting one director shall be elected for a period of three years and until their successors are elected and qualified. In the case of the resignation, removal, death or incapacity to serve of any of the aforesaid directors elected to office, the Board of Directors may appoint his or her successor to serve for the remainder of said director's unexpired term.

Section 4.3. Removal. Any member of the Board of Directors elected by the members may be removed from the Board of Directors, with or without cause, by a majority vote of the members. Any member of the Board of Directors appointed by Declarant may be removed and replaced only by Declarant.

Section 4.4 Compensation. No member of the Board of Directors shall receive compensation for any service rendered to the Association in their capacity as a director; however, members of the Board of Directors may be reimbursed for reasonable expenses actually paid for by a member of the Board of Directors and incurred in the performance of his or her duties.

ARTICLE V.

NOMINATION AND ELECTION OF DIRECTOR

Section 5.1. Nomination. Nomination for election to the Board of Directors may be made by a nominating committee, by the Board of Directors or by the membership. Any nominating committee must be appointed by the Board of Directors at least thirty (30) days prior to an annual meeting of members and shall serve until the close of the next annual meeting. Such appointments shall be announced at each annual meeting. A nominating committee shall make as many nominations for election to the Board of Directors as it shall in its discretion, determine, but not less than the number of vacancies to be filled at the next annual meeting of the members. Nothing herein shall be construed to prohibit nominations from the floor at any meeting.

Section 5.2. Election. Election to the Board of Directors shall be by signed secret ballot. At such election, the members or their proxies may cast, in respect to each vacancy, as many

votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. However, if the number of candidates does not exceed the number of director positions to be filled, the candidates may be elected by acclamation.

ARTICLE VI. MEETINGS OF DIRECTORS

Section 6.1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, at such place and hour as may be fixed from time to time by the Board.

Section 6.2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two Directors, after not less than three (3) days' notice to all members of the Board of Directors.

Section 6.3. Quorum. A majority of the number of members of the Board of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the members of the Board of Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 6.4. Open Board Meetings. Regular and special Board meetings shall be open to Members, subject to the right of the Board to adjourn a meeting and reconvene in closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, confidential communications with the property Association's attorney, matters involving the invasion of privacy of individual owners, or matters that are to remain confidential by request of the affected parties and agreement of the Board. Following any executive session, any decision made in the executive session shall be summarized orally and placed in the minutes, in general terms, without breaching the privacy of individual owners, violating any privilege, or disclosing information that was to remain confidential at the request of the affected parties. The oral summary shall include a general explanation of any expenditures approved in executive session.

Section 6.5. Meeting Notice to Members. Members shall be given notice of the date, hour, place, and general subject of a regular or special meeting of the Board, including a general description of any matter to be brought up for deliberation in executive session. The notice shall be (a) mailed to each member not later than the tenth (10th) day or earlier than the sixtieth (60th) day before the date of the meeting; or (b) provided at least seventy-two (72) hours before the start of the meeting by (i) posting the notice in a conspicuous manner reasonably designed to provide notice to the members in a place located on the Association's common property, or on conspicuously located private property within the subdivision, or (ii) by posting the notice on an Internet website maintained by the Association; and (iii) by sending the notice by e-mail to each owner who has registered an e-mail address with the Association.

Section 6.6. Meetings Without Notice to Members. The Board, by any method of communication, including electronic and telephonic meetings, may meet without prior notice to Members, if each director may hear and be heard by every other director, or the Board may take

action by unanimous written consent to consider routine and administrative matters or a reasonably unforeseen emergency or urgent necessity that requires immediate Board attention. The action taken without notice to the Members must be summarized orally, including an explanation of any known actual or estimated expenditures approved at the meeting, and documented in the minutes at the next regular or special meeting of the Board. Notwithstanding the authority to meet without notice to the Members, the Board may not, without prior notice to the Members, consider or vote on fines; damage assessments; initiation of foreclosure actions; initiation of enforcement actions, excluding temporary restraining orders or violations involving a threat to health or safety; increases in assessments; levying of special assessments; appeals from a denial of architectural control approval; or the suspension of a right of a particular Member before the Member has an opportunity to attend a Board meeting to present the Member's position, including any defense on the issue.

ARTICLE VII. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 7.1. Powers. The Board of Directors shall have the power to;

- (a) Adopt and publish rules and regulations governing the use of Common Properties and facilities, if any, and the personal conduct of the members and their guest thereon, and to establish penalties for the infraction thereof.
- (b) Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation or the Declaration.
- (c) Declare the office of an elected member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.
- (d) Enter into contracts with independent contractors or municipalities for police or security protection, fire protection, landscaping services, and sanitary services such as garbage collection.
- (e) Employ a manager, independent contractors, or such other employees as the Board of Directors may deem necessary and to prescribe their duties.
- (f) Cause audited or unaudited reports of the business affairs of the Association to be prepared from time to time.

Section 7.2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs, and to present a statement thereof to the members at each annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote.

(b) Supervise all officers, agents and employees of the Association.

(c) As more fully provided in the Declaration, to:

(1) Fix the amount of the annual assessments against each Lot;

(2) Send written notice of each assessment to every owner of property subject thereto.

(d) Procure and maintain adequate liability and hazard insurance on property owned and/or managed by the Association.

(e) Cause all officers or employees having fiscal responsibilities to be bonded, as the Board of Directors may deem appropriate.

(f) Cause the Common Area, if any, to be maintained (including, but not limited to, any private streets, entry and gates serving the Properties).

(g) Maintain landscaped areas described in or covered by the Declaration.

ARTICLE VII. OFFICERS AND THEIR DUTIES

Section 8.1. Enumeration of Offices. The officers of this Association shall be a president and vice president, each of whom shall at all times be members of the Board of Directors, a secretary and treasurer, and such other officers as the Board of Directors may from time to time create by resolution.

Section 8.2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 8.3. Term. The officers of the Association shall be elected annually by the Board of Directors, and shall hold office until their replacements or successors are elected by the Board of Directors, or earlier upon resignation, removal or disqualification.

Section 8.4. Special Appointments. The Board of Directors may elect such other officers as the business and affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may, from time to time, determine.

Section 8.5. Resignation and Removal. Any officer may be removed from office without cause by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to one or more of the Board of Directors, the president or the secretary of the Association. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.6. Vacancies. A vacancy in an office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 8.7. Multiple Offices. The offices of vice president, secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 8.4 of this Article.

Section 8.8. Duties. The duties of the officers are as follows:

(a) President. The president shall preside at meeting of the Board of Directors and of the membership, and shall sign all contracts, leases, mortgages, deeds and other written instruments.

(b) Vice President. The vice president shall act in the place and stead of the President in event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

(c) Secretary. The secretary shall be responsible for the recording of the votes and the keeping of minutes of all meetings and proceedings of the Board of Directors and of the annual meeting and special meetings of the membership, the service of notice of meetings of the Board of Directors and of the membership, the maintenance of appropriate and current records showing the members of the Association, together with their addresses and such other duties as required by the Board of Directors.

(d) Treasurer. The treasurer shall be responsible for the receipt and deposit, in appropriate bank accounts, of all monies of the Association, and the disbursement of such funds as directed by resolution of the Board of Directors; the maintenance of proper books of account; the issuance of audited or unaudited financial statements for the Association, based on its books and records, to be prepared at the completion of each fiscal year; and the preparation an annual budget and statement of income and expenditures to be presented to the membership at each annual meeting, and delivery of copies (which delivery may be by mail or publishing same in an Association newsletter) of each to the members. Further, the treasurer shall sign all promissory notes of the Association.

ARTICLE IX. BOOKS AND RECORDS

Section 9.1. Books and Records. The books, records and papers of the Association, may be inspected by a member in accordance with the Association's Records Production Policy.

ARTICLE X. COMMITTEES

Section 10.1. Architectural Control Committee. When the Board of Directors of the Association is vested with the power and authority to appoint and remove members of the Architectural Control Committee, hereinafter sometimes called the "ACC", pursuant to the Declaration, the Board of Directors shall appoint an Architectural Control Committee, as provided by the Declaration. The ACC, regardless of who appointed its membership, may prepare and adopt a written statement setting forth development and building standards and procedures for the implementation and enforcement of same, said statement to be called "Architectural Design Guidelines", shall perform such functions as directed by the Declaration, and shall advise the Board on all matters pertaining to the maintenance, use, repair or improvements to the Properties. The ACC may have delegated to it, by the Board, such powers and duties as are necessary to enforce the Declaration. The actions of the ACC shall not conflict with the Declaration.

Section 10.2. Nominating Committee. The Board of Directors may appoint, from time to time, a nominating committee, as provided by these Bylaws, for the selection of members to the ACC or any other committee established pursuant to these Bylaws or the Declaration.

Section 10.3. Other Committees. The Board of Directors shall appoint such other committees as it deems appropriate to carry out the purposes of the Declaration, the Articles of Incorporation and these Bylaws, and delegate to said committees such powers and duties required to execute and enforce the committee's responsibilities.

ARTICLE XI. ASSESSMENT

Section 11.1. Assessment. As more fully provided in the Declaration, each member is obligated to pay to the Association assessments that are secured by a continuing lien upon the property against which the assessment is made. Assessments not paid when due are delinquent. If an assessment is not paid within sixty (60) days after the due date, the assessment shall bear late charges as set out in the Declaration, and the Association may bring an action at law against any person obligated to pay the same and to foreclose a lien against any property so encumbered for the payment of such debt, and interest, costs and reasonable attorney's fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for assessments provided for herein by nonuse of the Common Properties or abandonment of his, her or their property.

ARTICLE XII.

NO CORPORATE SEAL

Section 12.1; No Corporate Seal Required. The Association shall not be required to have a corporate seal for any purposes. However, the Board of Directors may adopt a corporate seal if it so wishes.

ARTICLE XIII. AMENDMENTS AND CONFLICTS

Section 13.1. Amendment. These Bylaws may be amended at a regular or special meeting of the Board of Directors, or at a regular or special meeting of the members by a vote of a majority of a quorum of the members present in person, absentee or electronic ballot, or by proxy.

Section 13.2. Conflicts. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control, and in the case of any conflict between the Declaration and the Articles of Incorporation, or between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIV. FISCAL YEAR

Section 14.1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year, except for the year of incorporation when the fiscal year shall begin on the date of incorporation.

ARTICLE XV. INDEMNIFICATION OF DIRECTORS, OFFICERS AND MANAGERS

Section 15.1. Indemnification. The Association shall indemnify every member of the Board of Director, officer and manager of the Association, his or her heirs, executors, administrators, personal representatives, successors, and assigns against all loss, costs and expense, including counsel fees, reasonably incurred in connection with any action, suit or proceeding to which he/she may be made a party by reason of being or having been a director, officer or manager of the Association, except for matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to well the Association is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his or her duty as such Directors, officer or manager in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such member of the Board of Directors, officer or manager may be entitled. All liability, loss, damage, cost and expense incurred or suffered by the Association by reason of, or arising out of, or in connection with the foregoing indemnification provisions shall be treated and handled by the Association as an expense incurred in connection with the Common Properties; provided, however, that

nothing in this Article shall be deemed to obligate the Association to indemnify any member or owner of a lot, who is or has been a Member of the Board of Directors, officer or manager of the Association, with respect to any duties or obligations assumed or liabilities incurred by him or her under and by virtue of the Declaration related to the Properties or as a member or owner of a lot covered by the Declaration. The Association may obtain such insurance as the Board of Directors may deem advisable to cover the foregoing described matters.

ARTICLE XVI. DISSOLUTION

Section 16.1 Manner of Dissolution. The Corporation may be dissolved only with the assent, signed in writing, of sixty-seven percent (67%) of the members of all of then existing classes of membership. Written notice of a proposal to dissolve, setting forth the reasons therefore and the disposition to be made of the assets and/or the methods available to satisfy all outstanding indebtedness and obligations, shall be given to every member at least ninety (90) days in advance of any meeting at which any such action may be taken.

Section 16.2. Distribution of Assets. Upon dissolution of the Corporation, the assets both real and personal of the Corporation shall be applied and distributed in accordance with the provisions of the Texas Business Organizations Code, as it may be amended from time to time.

IN WITNESS WHEREOF, we, being all of the initial Directors of ARTESIAN OAKS MAINTENANCE FUND, INC., have hereunto set our hands as of December 14, 2012.



Director



Director

Director

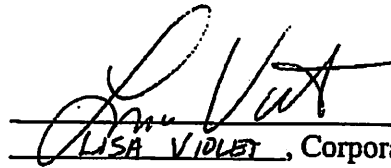
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of ARTESIAN OAKS MAINTENANCE FUND, INC., a Texas nonprofit corporation; and

That the foregoing Bylaws constitute the Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on DEC. 14, 2012, and pursuant to the applicable provisions of 22.102 of the Texas Business Organizations Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of DEC. 14, 2012.



LISA VIOLET, Corporate Secretary

2013041207

CORPORATE CERTIFICATE
ARTESIAN OAKS MAINTENANCE FUND, INC.

FILE COPY
NOT COMPARED

APR 24 2013

MARK TURNBULL
County Clerks Office
Montgomery County, TX

The undersigned certifies that he is the Attorney-in-Fact for Artesian Oaks Maintenance Fund, Inc. (the "Association"). The Association is the property owners' association for Artesian Oaks, Section Three, a subdivision in Montgomery County, Texas, according to the map or plat thereof recorded in the Map Records of Montgomery County, Texas (the "Subdivision").

The Association is a Texas non-profit corporation, and attached to this certificate is a true and correct copy of the Bylaws of Artesian Oaks Maintenance Fund, Inc.

Signed this 22nd day of April, 2013.

ARTESIAN OAKS MAINTENANCE FUND, INC.

By:

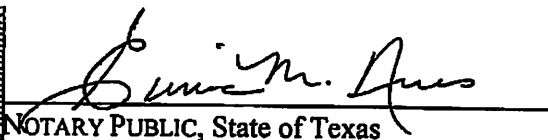
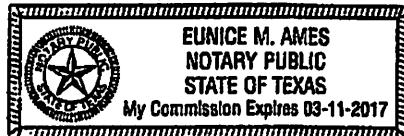


BRYAN P. FOWLER, Attorney-in-Fact

STATE OF TEXAS §

COUNTY OF MONTGOMERY §

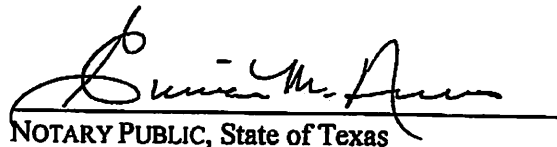
SWORN TO AND SUBSCRIBED BEFORE ME on the 22nd day of April, 2013, by BRYAN P. FOWLER, Attorney-in-Fact for ARTESIAN OAKS MAINTENANCE FUND, INC., a Texas non-profit corporation, on behalf of said corporation.


NOTARY PUBLIC, State of Texas

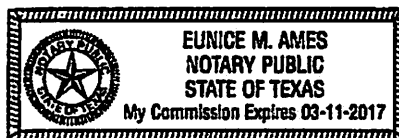
THE STATE OF TEXAS §

COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 22nd day of April, 2013, by BRYAN P. FOWLER, Attorney-in-Fact for ARTESIAN OAKS MAINTENANCE FUND, INC., a Texas non-profit corporation, on behalf of said corporation.


NOTARY PUBLIC, State of Texas

AFTER RECORDING RETURN TO:
Bryan P. Fowler
The Fowler Law Firm
300 West Davis, Suite 510
Conroe, Texas 77301



FILED
In the Office of the
Secretary of State of Texas
AUG 23 2001
Corporations Section

**ARTICLES OF INCORPORATION
OF
ARTESIAN OAKS MAINTENANCE FUND, INC.**

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 ONE
NAME**

The name of the corporation is Artesian Oaks Maintenance Fund, Inc.

**ARTICLE TWO
NON-PROFIT CORPORATION**

The corporation is a non-profit corporation.

**ARTICLE THREE
DURATION**

The period of its duration is perpetual.

**ARTICLE FOUR
PURPOSES**

The purposes for which the corporation is organized is to provide and maintain paths, parks, esplanades, street lighting, and fogging, and other things and services necessary or desirable in the opinion of Artesian Oaks Maintenance Fund, Inc. to maintain or improve Artesian Oaks Subdivision, Section Three, Montgomery County, Texas.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2202 Timberloch Place, Suite 107, The Woodlands, Texas 77380 and the name of its initial registered agent is Ralph K. Harrison, 2202 Timberloch Place, Suite 107, The Woodlands, Texas 77380.

ARTICLE SIX
MEMBERSHIP

The corporation shall have no members.

ARTICLE SEVEN
BOARD OF DIRECTORS

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:

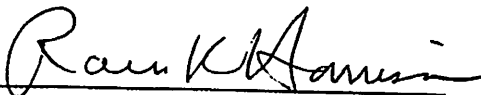
<u>Name</u>	<u>Address</u>
J. Mark Dooley	7 Switchbud Place, Box C192-170 The Woodlands, Texas 77380
Lisa M. Violet	7 Switchbud Place, Box C192-170 The Woodlands, Texas 77380
Ralph K. Harrison	2202 Timberloch Place, Suite 107 The Woodlands, Texas 77380

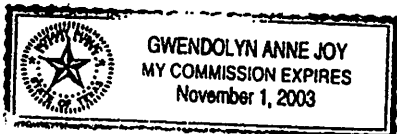
ARTICLE EIGHT
INCORPORATOR

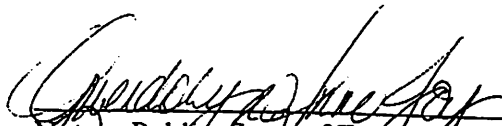
The names and addresses of each incorporator is:

<u>Name</u>	<u>Address</u>
Ralph K. Harrison	2202 Timberloch Place, Suite 107 The Woodlands, Texas 77380

IN WITNESS WHEREOF, we have hereunto set our hands this was 21st day of August
2001.


Ralph K. Harrison, Incorporator




Notary Public, State of Texas



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

Artesian Oaks Maintenance Fund, Inc.
Filing Number: 800009543

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been 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 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: 08/23/2001

Effective: 08/23/2001



A handwritten signature of Henry Cuellar in black ink.

Henry Cuellar
Secretary of State