

**ARTICLES OF INCORPORATION
OF
OLYMPIA ESTATES COMMUNITY ASSOCIATION, INC.**

I, the undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

I. NAME

The name of the Corporation is **OLYMPIA ESTATES COMMUNITY ASSOCIATION, INC.** The Corporation is a non-profit corporation.

II. DURATION

The period of its duration is perpetual.

III. PURPOSE

The purpose or purposes for which the non-profit Corporation is organized are:

(a) To provide for the management, maintenance, preservation, repair, architectural control, use and operation of the residential lots, improvements and the Common Area, located on that certain real property being commonly known as Olympia Estates, Section I, the plat of which was recorded on Slide Nos. 2330A and 2330B of the Plat Records of Fort Bend County, Texas, and Olympia Estates, Section II, the plat of which was recorded on Slide Nos. 2331A and 2331B of Fort Bend County, Texas, and such additional sections of Olympia Estates Subdivision in Fort Bend County, Texas, which are annexed in order to become a part of the Properties to which the Restrictions (hereinafter defined) apply. Olympia Estates, Section I, Olympia Estates, Section II and additional sections in Olympia Estates Subdivision in Fort Bend County, Texas shall be herein referred to as the Property or the Properties.

(b) To protect the general scheme of the Olympia Estates residential subdivision development as evidenced by the restrictive covenants pertaining to such subdivision and to provide for and promote the health, safety and welfare of the lot owners in the subdivision, to set and collect the annual maintenance fund assessments and other fees or assessments and to administer said funds, to provide for the maintenance, repair, construction, preservation, upkeep and protection of the common areas, drainage easements and facilities in the subdivision and such other purposes as are stated in the restrictive covenants.

(c) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of Texas, or which may hereafter be conferred, including the power to contract, rent, mortgage, buy or sell personal or real property; provided,

however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(d) To exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions for the Property, hereinafter called the "Restrictions", which have been recorded in the Official Public Records of Real Property of Fort Bend County, Texas, under Fort Bend County Clerk's File No. 2003035128 on March 19, 2003, as the same may be amended from time to time as therein provided, said Restrictions being incorporated herein by reference as if fully set forth herein.

IV. VOTING

The Corporation shall have two classes of voting membership.

(a) Class A: Class A Members shall all be Owners (as defined in the Restrictions) with the exception of the Class B Members and shall be entitled to one vote for each Residential Unit (as defined in the Restrictions) or in the absence of a Residential Unit, one vote for each Lot for which they are the Owner. When more than one person holds such interest in any Residential Unit or Lot, the vote for such Residential Unit or Lot shall be exercised as they among themselves determine and advise the Secretary of the Board of Directors prior to any meeting. In the absence of such determination, the vote for such Residential Unit or Lot shall be suspended in the event more than one person seeks to exercise it. Any Owner of a Residential Unit which is leased may assign in writing the voting right appurtenant to such Residential Unit to the lessee thereof, and said lessee shall be entitled to exercise said voting right upon furnishing the Secretary of the Board of Directors with a copy of such written assignment.

(b) Class B: Class B Members shall be each Declarant (as defined in the Restrictions) and any successors or assigns and all Builders (as defined in the Restrictions) who are Owners of a Lot or Lots. Each Declarant and Builder shall be entitled to three (3) votes for each Lot for which such Declarant or Builder is the Owner.

The Class B membership shall continue to exist with respect to a Lot in the Properties until the conveyance of seventy five percent (75%) of all the Lots to a person or entity other than Declarant or a Builder. When seventy five percent (75%) of all the Lots have been conveyed by Class B Members, all Class B Membership ceases and shall convert to Class A Membership. Upon and after the initial conveyance of a Lot to a person or entity other than Declarant or a Builder, the Owner shall be a Class "A" Member of the Association.

Any remaining Class "B" membership shall cease and be converted to Class A membership on December 31, 2012.

(c) Subject to the foregoing, every person or entity who is a record Owner of any Lot is

entitled to membership and voting rights in the Corporation. Membership is appurtenant to, and inseparable from, ownership of the Lot.

V. BOARD OF DIRECTORS

The affairs of the Corporation shall be under management by a Board of Directors to be elected annually by the members.

(a) The number of Directors constituting the initial Board of Directors is three (3), and the name and address of the persons who are to serve as Directors until the first annual meeting of the Members or until their successors are elected and qualified are:

Raymond G. Tiedje
7373 E. Doubletree Ranch Road, Suite 225
Scottsdale, Arizona 85258

John Delisa
7373 E. Doubletree Ranch Road, Suite 225
Scottsdale, Arizona 85258

Dale ~~Hyman~~ *Heiman*
7373 E. Doubletree Ranch Road, Suite 225
Scottsdale, Arizona 85258

(b) The number of Directors of the Corporation set forth in clause (a) of this Article shall constitute the authorized number of Directors until changed by an amendment or a Bylaw, duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock of the Corporation.

VI. REGISTERED OFFICE

The post office address of its initial registered office is 1499 Potomac, Houston, Texas 77057, and the name of its initial registered agent at such address is David T. Lucyk.

VII. INCORPORATORS

The name and address of the incorporator is:

Raymond G. Tiedje
7373 E. Doubletree Ranch Road, Suite 225
Scottsdale, Arizona 85258

VIII. ACTION WITHOUT MEETING

Any action required by the laws of the State of Texas to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders or shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

IX. INDEMNIFICATION

Each present and former Director and officer shall be indemnified by the Corporation against reasonable costs and expenses incurred by him in connection with any action, suit or proceeding to which he may be a party by reason of his being adjudged liable provided a determination is made by one-half (1/2) of those members of the Board of Directors of the Corporation who are not involved in the action, suit or proceeding that the Director or officer has no liability by reason of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing rights and indemnification shall not be exclusive of any other rights to which the officers and Directors may be entitled according to law.

X. BYLAWS

The shareholders of the Corporation hereby delegate to the Board of Directors the power to adopt, alter, amend or repeal the Bylaws of the Corporation.

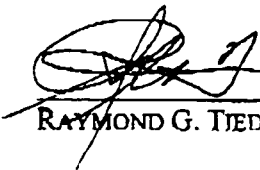
XI. DISSOLUTION

If the Corporation is dissolved, its assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

XII. AMENDMENT

Amendment of the Articles of Incorporation requires the approval of at least two-thirds (2/3) of all members' votes.

IN WITNESS WHEREOF, I have hereunto set my hand to these Articles of Incorporation this the _____ day of April, 2003.



RAYMOND G. TIEDJE, Incorporator