

AUG 19 1998

ARTICLES OF INCORPORATION
OF
NORTHCREST RANCH
PROPERTY OWNERS' ASSOCIATION, INC.

Corporations Section

We, the undersigned natural persons of the age of eighteen (18) years or more, at least two (2) whom are citizens of the State of Texas, acting as incorporators of a corporation under that Texas Non-Profit Corporation Act, Tex. Civ. Stat. Ann. Article 1396-1.01 et seq., as it may be amended, do hereby adopt the following Articles of Incorporation of the Northcrest Ranch Property Owners' Association, Inc.; (referred to as the "Association").

ARTICLE I

Name

The name of the corporation is Northcrest Ranch Property Owners' Association, Inc.

ARTICLE II

Non-Profit Corporation

The Northcrest Ranch Property Owners' Association, Inc. is formed as a non-profit corporation under the provisions of the Texas Non-Profit Corporation Act, Article 1309-1.01, et seq. No part of the income of the corporation is distributable to its members, directors, or officers.

ARTICLE III

Duration

The period of duration of the Corporation shall be perpetual.

ARTICLE IV

Purposes

The purpose or purposes for which the Corporation is organized is to devote itself to civic betterment of Northcrest Ranch Subdivision, including and not limited to maintaining, managing, and acquiring the common areas within the Subdivision, enforcing the restrictive covenants imposed upon lot owners in all sections of Northcrest Ranch Subdivision, assessing and collecting maintenance assessments as set forth in the restrictive covenants, and engaging in any other activity permitted by

law which may be useful in accomplishing any of the foregoing, with the best interests of the Northcrest Ranch Subdivision as its primary consideration.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is:

C.K.M. Property Management, Inc.
8030 Durklyn
Houston, Texas 77070

The name of its initial registered agent at such address is Susan L. McKirahan.

The Board of Directors of the corporation may, at any time, change its registered agent and such change shall revoke the appointment of any previous agent.

ARTICLE VI
Members of the Corporation

The Corporation shall have one or more classes of members as provided in the Bylaws of the Association.

ARTICLE VII
Board of Directors

The direction and management of the affairs of the Corporation shall be vested in the Board of Directors. The initial Board of Directors shall be composed of three persons; thereafter, the Board of Directors may be composed of such number of persons as may be fixed by the Bylaws of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the Bylaws of the Corporation.

The names and addresses of the persons who shall serve as the initial Directors or the Corporation are:

Thomas E. Lipar
6910 FM 1488 Box #15
Magnolia, Texas 77354

Daniel P. Smith
6910 FM 1488 Box #15
Magnolia, Tx 77354

Patricia Thomas
6910 FM 1488 Box #15
Magnolia, Texas 77354

The Directors shall adopt the initial Bylaws of the Corporation.

The Board of Directors may alter, amend, or rescind the Bylaws, or may adopt new Bylaws, in the method provided in the Bylaws of the Corporation.

ARTICLE VIII
Liability of Directors, Officers and Committee Members

To the fullest extent that Texas law, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, officers and committee members, no director, officer or committee member of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, officer or committee member. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director, officer or committee member of the Corporation for or with respect to any acts or omissions of such director, officer, or committee member occurring prior to such amendment or repeal.

ARTICLE IX
Incorporators

The name and address of the incorporator of the Corporation is:

Thomas E. Lipar
6910 FM 1488 Box #5
Magnolia, Texas 77354

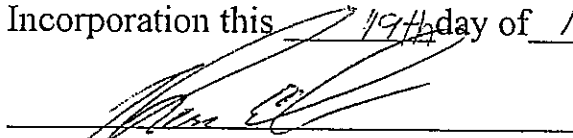
ARTICLE X
Distribution of Assets Upon Dissolution

Upon dissolution of the Corporation, all of the assets of the Corporation shall be distributed in accordance with Article 1309-6.02A(3) of the Texas Non-Profit Corporation Act. No part of the assets of this corporation shall be distributable to any members, directors, or officers of the corporation.

ARTICLE XI
Amendment of Articles of Incorporation

Amendment of these Articles shall require the assent of a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of August, 1998.



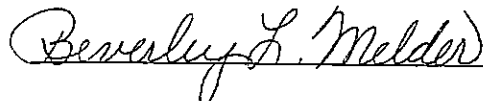
Incorporator Thomas E. Lipar

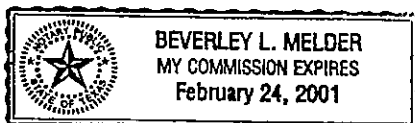
ACKNOWLEDGEMENT

STATE OF TEXAS)(

COUNTY OF MONTGOMERY

This instrument was acknowledged before me on this the 19th day of August, 1998, by Thomas E. Lipar.

 Notary Public, State of Texas





The State of Texas

Secretary of State

JULY 27, 2001

SUSAN L. MCKIRAHAN
701 CLARENCE
TOMBALL, TX 77375

RE:
NORTHCREST RANCH PROPERTY OWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01501854-01

THIS IS TO ADVISE YOU THAT THE ABOVE REFERENCED CORPORATION'S
REPORT REQUIRED BY ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION
ACT, HAS BEEN FILED IN THIS OFFICE, AND YOUR REMITTANCE OF \$5.00 HAS
BEEN APPLIED AS THE FILING FEE FOR SAME.

AS THE LAW DOES NOT PROVIDE FOR THE FURNISHING OF A CERTIFICATE
OF FILING, THIS LETTER MAY BE USED AS EVIDENCE OF SUCH FILING.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION



Henry Cuellar

Henry Cuellar, Secretary of State



The State of Texas
Secretary of State

*Amc
Jm*

JUL 25, 2001

SUSAN L MCKIRAHAN, REGISTERED AGENT
NORTHCREST RANCH PROPERTY OWNERS' ASSOCIATION, INC.
CKM PROPERTY MGT, INC., 8030 DURKLYN
HOUSTON, TX 77070

RE: NORTHCREST RANCH PROPERTY OWNERS' ASSOCIATION, INC.
CHARTER NO. 01501854-01

DEAR SIR OR MADAM:

YOU ARE HEREBY NOTIFIED THAT ARTICLE 1396-9.01, TEXAS NON-PROFIT CORPORATION ACT, REQUIRES NON-PROFIT CORPORATIONS TO FILE THE ATTACHED REPORT WITH THE SECRETARY OF STATE. THE FILING FEE IS \$5.00.

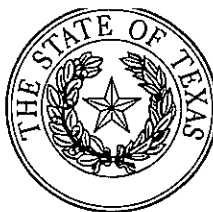
THE CORPORATION SHOULD RETURN ONE COPY OF THE REPORT TO THE SECRETARY OF STATE AND RETAIN THE OTHER COPY FOR ITS PERMANENT RECORDS.

FAILURE TO FILE THIS REPORT WITHIN 30 DAYS FROM THE ABOVE DATE WILL RESULT IN THE FORFEITURE OF THE CORPORATION'S RIGHT TO CONDUCT AFFAIRS IN THE STATE OF TEXAS. SUBSEQUENTLY, THE CORPORATION'S CHARTER WILL BE FORFEITED PURSUANT TO ARTICLE 1396-9.02E, TEXAS NON-PROFIT CORPORATION ACT.

IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CONTACT THIS OFFICE AT (512) 463-5563.

SINCERELY,

CORPORATIONS SECTION
STATUTORY FILINGS DIVISION



file copy
Mailed 7/24/01

The State of Texas

Secretary of State

HENRY CUELLAR
SECRETARY OF STATE

CHARTER NO. 01501854-01
ARTICLE 9.01, T.N.P.C.A. REPORT
FILING FEE \$5.00

PURSUANT TO THE PROVISIONS OF ARTICLE 9.01 OF THE TEXAS NON-PROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY FILES ITS REPORT SETTING FORTH:

- THE NAME OF THE CORPORATION IS:
NORTHCREST RANCH PROPERTY OWNERS ASSOCIATION, INC.
- IT IS INCORPORATED UNDER THE LAWS OF: TEXAS
- THE STREET ADDRESS OF THE REGISTERED OFFICE OF THE CORPORATION IN THE STATE OF TEXAS IS: CKM PROPERTY MGT, INC., 8030 DURKLYN HOUSTO (MAKE ANY CHANGES HERE) 701 Clarence, Tomball, Tx. 77375
- ITS REGISTERED AGENT AT SUCH ADDRESS IS: SUSAN L MCKIRAHAN (MAKE ANY CHANGES HERE)
- IF A FOREIGN CORPORATION, THE STREET ADDRESS OF ITS PRINCIPAL OFFICE THE STATE OR COUNTRY UNDER THE LAWS OF WHICH IT IS INCORPORATED IS:

6. THE NAMES AND RESPECTIVE ADDRESSES OF ITS DIRECTORS (OR TRUSTEES, ETC AND OFFICERS ARE: (NAME AT LEAST 3)

NAME	TITLE	ADDRESS
Charley Scott	President	25211 Thrushwood Ln. Spring, TX. 77373-6072
Daniel Plate	Treasurer	17374 Northcrest Circ New Caney, TX. 77357
Bill Matson	Vice President	P.O. Box 2096 New Caney, TX. 77357
Christy Johnson	Secretary	701 Clarence Tomball, TX. 77375

7. THE FOREGOING INFORMATION IS GIVEN AS OF THE DATE OF THE EXECUTION OF THIS REPORT:

DATED 7/24, 2001

Northcrest Ranch Property
NAME OF CORPORATION Owners Assn.
BY: Christy Johnson
(SIGNATURE)
ITS Secretary
(TITLE OF OFFICER SIGNING)



The State of Texas

Secretary of State

AUG. 19, 1998

SUSAN L. MCKIRAHAN
CKM PROPERTY MGT., 8030 DURKLYN
HOUSTON, TX 77070

RE:
NORTHCREST RANCH PROPERTY OWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01501854-01

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD THE ARTICLES OF INCORPORATION THAT CREATED YOUR CORPORATION. WE EXTEND OUR BEST WISHES FOR SUCCESS IN YOUR NEW VENTURE.

AS A CORPORATION, YOU ARE SUBJECT TO STATE TAX LAWS. SOME NON-PROFIT CORPORATIONS ARE EXEMPT FROM THE PAYMENT OF FRANCHISE TAXES AND MAY ALSO BE EXEMPT FROM THE PAYMENT OF SALES AND USE TAX ON THE PURCHASE OF TAXABLE ITEMS. IF YOU FEEL THAT UNDER THE LAW YOUR CORPORATION IS ENTITLED TO BE EXEMPT YOU MUST APPLY TO THE COMPTROLLER OF PUBLIC ACCOUNTS FOR THE EXEMPTION. THE SECRETARY OF STATE CANNOT MAKE SUCH DETERMINATION FOR YOUR CORPORATION.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



VERY TRULY YOURS,

A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

NORTHCREST RANCH PROPERTY OWNERS' ASSOCIATION, INC.
CHARTER NUMBER 01501854

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 AUG. 19, 1998

EFFECTIVE AUG. 19, 1998



A handwritten signature in cursive script, appearing to read "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State