

AFFIDAVIT FOR THE FILING OF DEDICATORY INSTRUMENTS

THE STATE OF TEXAS §
§
COUNTY OF FORT BEND §

WHEREAS, section 202.006 of Title 11 of the Texas Property Code requires that a property owners' association file its dedicatory instruments in the real property records of the county in which the property is located, and


WHEREAS, the Chimneystone Planned Community Development Homeowners Association, Inc. is a property owners' association as the term is defined in Title 11 of the Texas Property Code,

NOW THEREFORE, true copies of the following dedicatory instruments of the Chimneystone Planned Community Development Homeowners Associations, Inc. and their amendments, if any, which have not been previously filed in the public records of Fort Bend County, are attached hereto, including:

- (1) Articles of Incorporation
- (2) Bylaws
- (3) Property Maintenance Policy
- (4) Guidelines for Room Addition
- (5) Recreation Area Rules

FURTHER, other dedicatory instruments of the Chimneystone Planned Community Development Homeowners Association, Inc. have already been filed in the public records of Fort Bend County including, but not limited to, the various Covenants, Conditions and Restrictions for the property within the Chimneystone community.

SIGNED on this 28th day of December, 1999.

By: 

 Ralph A. Troiano
 CIA Services, Inc.
 Managing Agent for
 Chimneystone Planned Community Development Homeowners Association, Inc.

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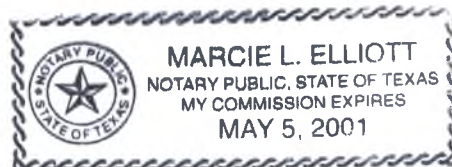
BEFORE ME, the undersigned authority, on this day personally appeared Ralph A. Troiano, whose position is Managing Agent for Chimneystone Planned Community Development Homeowners Association, Inc., known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 28th day of December, 1999.



 Notary Public in and for the State of Texas

After recording return to:
C.I.A. Services, Inc.
13313 Southwest Freeway, Suite 265
Sugar Land, Texas 77478-3543



A-1

ARTICLES OF INCORPORATION
OF
CHIMNEYSTONE PLANNED COMMUNITY DEVELOPMENT
HOMEOWNERS ASSOCIATION, INC.

We, the undersigned natural persons of the age of eighteen (18) years or more, who 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

NAME

The name of the corporation is Chimneystone Planned Community Development Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II

NON-PROFIT CORPORATION

The corporation is a non-profit corporation and shall have all the powers and duties specified and allowable under the Texas Non-Profit Corporation Act.

ARTICLE III

DURATION

The period of duration of this corporation is perpetual.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The purposes for which the corporation is formed are to provide for maintenance, preservation and architectural control of the residence lots, homes and Common Areas within that certain tract of land in Fort Bend County, Texas, known as Chimneystone Planned Community Development, Section One, located in the William Stafford League, Abstract No. 89, in Fort Bend County, Texas, and any additions thereto as may hereafter be brought within the jurisdiction of this

corporation, and to promote the health, safety and welfare of the residents within the above described subdivision and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Deed Records of Fort Bend County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money and, with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such

dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) 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 have or exercise.

ARTICLE V

REGISTERED OFFICE

The mailing address of the initial registered office of the corporation is Suite 2020 Post Oak Tower, 5051 Westheimer, Houston, Texas 77056 and the name of its registered agent at such address is Calvin D. Dunham, Jr.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot, which is subject to assessment by the Association.

ARTICLE VII
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A: Class A members shall be all Owners (as defined in the Declaration), with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot (as defined in the Declaration) owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member(s) shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on January 1, 1986.

The Class A and Class B members shall have no rights as such to vote as a class, except as required by the Texas Non-Profit Corporation Act, and both classes shall vote upon all matters as one group.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Eugene A. Mohler	2020 Post Oak Tower Houston, Texas 77056
Calvin D. Dunham, Jr.	2020 Post Oak Tower Houston, Texas 77056
Edward P. Tewkesbury	2900 South Tower Pennzoil Place 711 Louisiana Houston, Texas 77002
Maureen Stolle	2020 Post Oak Tower Houston, Texas 77056
Sue Ann Chase	2020 Post Oak Tower Houston, Texas 77056

AS PER ORIGINAL

At the first annual meeting the members shall elect two directors for a term of one (1) year, two directors for a term of two (2) years and one director for a term of three (3) years; and at each annual meeting thereafter the members shall elect that number of directors equal to the number of directors whose terms expire at such time.

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XI
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: (1)

annexation of additional properties; (2) mergers and consolidations; (3) mortgaging of Common Area; (4) dedication of Common Area and (5) dissolution and amendment of these Articles.

ARTICLE XII
INCORPORATOR

The name and address of the incorporators of the Association are as follows:

<u>Name</u>	<u>Address</u>
Bob Casey, Jr.	2900 South Tower Pennzoil Place 711 Louisiana Houston, Texas 77002
Edward P. Tewkesbury	2900 South Tower Pennzoil Place 711 Louisiana Houston, Texas 77002
Gwen Gates	2900 South Tower Pennzoil Place 711 Louisiana Houston, Texas 77002

IN WITNESS WHEREOF, I have hereunto set my hand this

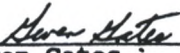
26th day of June, 1980.



Bob Casey, Jr.



Edward P. Tewkesbury



Gwen Gates

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Bob Casey, Jr. who being by me first duly sworn, declared that he is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 26th day of June, 1980.

My Commission Expires: _____

Helen Joyce Long
Name: _____
Notary Public in and for
Harris County, Texas

HELEN JOYCE LONG
Notary Public in and for Harris County, Texas
My Commission Expires February 2, 1984

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Edward P. Tewkesbury, who being by me first duly sworn, declared that she is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 26th day of June, 1980.

My Commission Expires: _____

Helen Joyce Long
Name: _____
Notary Public in and for
Harris County, Texas

HELEN JOYCE LONG
Notary Public in and for Harris County, Texas
My Commission Expires February 2, 1984

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared Gwen Gates who being by me first duly sworn, declared that she is the person who signed the foregoing instrument as incorporator and that the statements therein contained are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office this 26th day of June, 1980.

My Commission Expires: _____

Helen Joyce Long
Name: _____
Notary Public in and for
Harris County, Texas

HELEN JOYCE LONG
Notary Public in and for Harris County, Texas
My Commission Expires February 2, 1984