

AFFIDAVIT FOR THE FILING OF DEDICATORY INSTRUMENTS

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

KNOW ALL MEN
BY THESE PRESENTS:

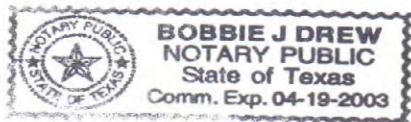
WHEREAS, the attached documents are true and correct copies of the dedicatory instruments for ROLLING FOREST Property Owners' Association, Inc. and are being filed in the Real Property Records of MONTGOMERY County pursuant to Section 202.006 of the Texas Property Code, hereto attached as exhibit "A". That the property affected by these documents is set out in the plat recorded for all lots and reserve lots in the plat being recorded in the County Clerks Office in MONTGOMERY County; on December 9, 1981 in Cabinet C, Sheet 191-A; of the Map Records of Montgomery County, Texas.

By: *Susan L. McKirahan*
Printed Name: Susan L. McKirahan
Title: Secretary & Managing Agent

THE STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

BEFORE ME, the undersigned authority, on this day personally appeared Susan L. McKirahan, whose position is Secretary and Managing Agent of ROLLING FOREST Property Owners' Association, Inc. known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that Susan L. McKirahan executed the same for the purposes and consideration and in the capacity therein stated.

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



Bobbie J. Drew
Notary Public in and for
The State of Texas

After recording return to:
ROLLING FOREST P. O. A.
c/o: CKM Property Management, Inc.
P. O. Box 690845
Houston, Texas 77269-0845



638-00-0989

The State of Texas

Secretary of State

FEB. 19, 1999

SUSAN L. MCKIRAHAN
8030 DURLYN LANE
HOUSTON TX 77070

RE:
ROLLING FOREST PROPERTY OWNERS' ASSOCIATION
CHARTER NUMBER 01426447-01

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



A handwritten signature in cursive script, reading "Elton Bomer".

Elton Bomer, Secretary of State

EXHIBIT "A"



638-00-0990

The State of Texas

Secretary of State

DEC. 19, 1996

EMILY PEREZ/ROLLING FOREST P.O.A.
PO BOX 1427
MAGNOLIA ,TX 77355

RE:
ROLLING FOREST PROPERTY OWNERS' ASSOCIATION
CHARTER NUMBER 01426447-01

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 dark ink, appearing to read "Antonio O. Garza, Jr.".

Antonio O. Garza, Jr., Secretary of State



638-00-0991

The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

ROLLING FOREST PROPERTY OWNERS' ASSOCIATION
CHARTER NUMBER 01426447

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.

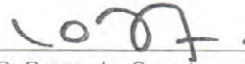
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

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 DEC. 18, 1996

EFFECTIVE DEC. 18, 1996




Antonio O. Garza, Jr., Secretary of State

638-00-0992

FILED
In the Office of the
Secretary of State of Texas
DEC 18 1996
Corporations Section

ARTICLES OF INCORPORATION
OF

ROLLING FOREST PROPERTY OWNER'S ASSOCIATION

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, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is Rolling Forest Property Owners' Association.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

The purposes for which the corporation is organized are:

(a) To aid, promote and develop the common good, general welfare, health and safety of the residents and property owners of Rolling Forest (the "Property"), and for any and all other property accepted by the corporation for similar purposes.

(b) To enforce all covenants, conditions and restrictions contained in the Covenants, Conditions and Restrictions for Rolling Forest (except Unrestricted Reserve A), dated January 27, 1982, filed for record under County Clerk File No. 8211705; Amendment dated July 7, 1984, filed for record under County Clerk File No. 8436890; and Amendment dated April 20, 1994, filed for record under County Clerk File No. 9436372 of the Real Property Records of Montgomery County,

Texas, ("Restrictions") and to collect all assessments and charges provided for in the Restrictions and use the proceeds therefrom for the purposes set forth in the Restrictions and in these Articles.

(c) To have and exercise all rights and powers conferred on nonprofit corporations under that laws of Texas, or which may hereinafter be conferred, including the power to enter into and perform contracts, and to own, hold, improve, maintain, convey, sell, lease, buy, transfer, dedicate for public use, or to otherwise dispose of real or personal property in connection with the affairs of the corporation subject to the limitations set forth in the Restrictions.

(d) To do all other acts necessary or expedient to the administration of the affairs and attainment of the purposes of this corporation.

(e) Notwithstanding any of the above statements of purposes and powers, 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.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE FIVE BOARD OF DIRECTORS

The number of Directors of the corporation shall be fixed by the Bylaws of the corporation but shall not be less than three (3). The number of Directors constituting the initial board of directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial board of directors are:

- | | |
|---|---|
| 1) Chris Oliver
14616 Heritage
Magnolia, Tx 77355 | 4) Emily Perez
40615 Rolling Forest Dr
Magnolia, Tx 77355 |
| 2) Bobby Collingsworth
40319 Rolling Forest Dr
Magnolia, Tx 77355 | 5) Donna Wade
40610 Lacey Wood Crt
Magnolia, Tx 77355 |
| 3) Ken Lang
40707 Lacey Wood Crt
Magnolia, Tx 77355 | |

ARTICLE SIX
MEMBERSHIP AND VOTING RIGHTS

Each and every Owner and holder of record of title to the fee interest of any Lot within the Property shall automatically become, and must remain a Member in good standing of the corporation during such Owner's period of ownership of such lot. When more than one person holds such interest in any lot, all such persons shall be members and the vote for such lot shall be exercised as they among themselves determine, but in not event shall more than one vote be cast with respect a\to any such lot. Such membership shall be appurtenant to each Lot, and may not be severed from or held separately therefrom.

A Member of the corporation shall be considered to be a Member in good standing and eligible to vote if such Member:

- a. Has, not less than seven (7) days prior to the taking of any vote by the corporation, fully paid all assessments other charges levied by the corporation then due and payable, as such assessments or charges are provided for in the Restrictions;
- b. Does not have a lien filed by the corporation against its Lot; and
- c. Has discharged other obligations to the corporation as may be required of Members hereunder.

The Board shall have sole responsibility and authority for determining the good standing status of any Member at any time, and shall make such determination with respect to all Members prior to a vote being taken by the corporation on any matter. The Board shall have the right and authority, in its sole discretion, to waive the seven (7) days prior payment requirement established herein and require only that such payment be made at any time before such vote is taken if the board shall determine, in its own judgment, that extenuating circumstances exist which have prevented a particular Member from meeting any or all of the three requirements stated herein at or before seven (7) days in advance of any vote. Any Member not conforming with the provisions of this Article shall be declared by the Board to be not a Member in good standing and unless the time requirement required hereunder is specifically waived by the Board in writing prior to any particular vote being taken, shall be disqualified from voting on matters before the corporation until such time as Member in good standing status is attained and so declared by the Board.

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

a. CLASS A. The Class A Members shall be all Owners with exception of the Declarant. After the Conversion Date, Declarant shall also become a Class A Member to the extent Declarant is the Owner of a Lot. Class A Members shall have one vote per lot owned.

b. CLASS B. The Class B Member shall be the Declarant. The Class B membership of Declarant shall cease and become converted to Class A membership upon occurrence of the earlier of the following (the "Conversion Date"):

(i) That total Votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(ii) on September 1, 1984

Until the Conversion Date the Declarant shall have five (5) votes per lot owned. From and after the Conversion Date both Class A and Class B members shall have one (1) vote per lot owned (and at anytime with respect to votes pertaining to certain assessments under Article I of the Restrictions and amendments to the Restrictions).

The membership of a person or entity in the corporation shall terminate automatically whenever such person or entity ceases to be an Owner, except that such termination shall not release or relieve any such person or entity from any liability or obligation incurred under or in any way connected with the corporation or the Restrictions during the period of ownership, nor impair any right or remedies which the corporation or any other Owner has with regard to such former Owner.

ARTICLE SEVEN

INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial registered agent for services of process shall be Susan L. McKirahan, C.K.M. Property Management, Inc. The street address of the initial registered agent's office shall be: 8030 Durklyn, Houston, Texas 77080.

ARTICLE EIGHT
INCORPORATORS

The name and street address of each incorporator is:

Chris Oliver
14616 Heritage
Magnolia, Tx 77355

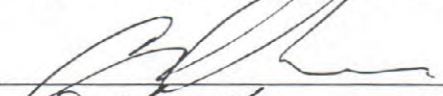
Emily Perez
40615 Rolling Forest Dr
Magnolia, Tx 77355

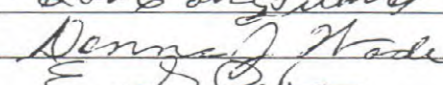
Bobby Collingsworth
40319 Rolling Forest Dr
Magnolia, Tx 77355

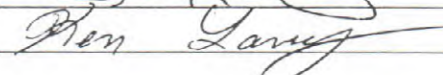
Donna Wade
40610 Lacey Wood Crt
Magnolia, Tx 77355


Ken Lang
40707 Lacey Wood Crt
Magnolia, Tx 77355

IN WITNESS WHEREOF, we have hereunto set our hands, this 12 day of JAN, 1996.



Bobby Collingsworth


Donna Wade


Emily Perez


Ken Lang