

JUN 14 2001

Corporations Section

ARTICLES OF INCORPORATION

OF

VILLAGE OF EMERALD BAY HOMEOWNERS ASSOCIATION, INC.

I, the undersigned, being a natural person of the age of twenty-one (21) 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:

ARTICLE I.

NAME OF CORPORATION

The name of the corporation is Village of Emerald Bay Homeowners Association, Inc., hereinafter called the "Association."

ARTICLE II.

REGISTERED OFFICE

The initial registered office of the Association is c/o Hoover, Bax & Slovacek, L.L.P., 5847 San Felipe, Suite 2200, Houston, Texas 77057.

ARTICLE III.

Sarah Ann Powers is hereby appointed the initial registered agent of the Association, whose address is the same as that of the initial registered office.

ARTICLE IV.

DURATION

The period of duration of the Association is perpetual.

ARTICLE V.

PURPOSES AND POWERS OF THE ASSOCIATION

The Association is organized to be operated for the sole purpose of carrying on as a "homeowners association," as that term is defined by Section 528(c) of the Internal Revenue Code of 1986. Specifically, the Association is formed to provide for the administration, maintenance and preservation of the "Properties," including the "Lots"(as such terms are defined in that certain Declaration of Covenants, Conditions and Restrictions for Village of Emerald Bay, filed for record in the office of the County Clerk of Brazoria County, Texas (the "Declaration") in accordance with

the Declaration; to exercise the duties and prerogatives of the Association set forth in the Declaration; to exercise all of the powers and duties set forth in the Bylaws of the Association and the Declaration; to have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may now or hereafter have or exercise; and, to the extent permitted by law, to do any and all other things necessary to implement or accomplish the purposes set forth in the Bylaws of the Association and the Declaration. Capitalized terms used herein, if not defined herein, shall have the definitions from the Declaration.

ARTICLE VI. MEMBERSHIP

Each Owner of a Lot or Tract encumbered by the Declaration shall upon and by virtue of becoming such Owner, automatically become and shall remain a Member of the Association until ownership of the Lot or Tract ceases for any reason, at which time the Membership in the Association shall also automatically cease. Membership in the Association shall be appurtenant to and shall automatically follow the ownership of such Lot or Tract and may not be separated from such ownership.

The Association shall have two (2) classes of Members:

A. Class "A". Class "A" Members shall be all Owners, with the exception of Declarant. Each Class "A" Member shall be entitled to one (1) vote for each Lot and two (2) votes per acre for each Tract owned by such Member in the Properties; provided, however, when more than one person holds an interest in any Lot or Tract, all such persons shall be Members, and the single vote for such Lot and multiple votes for such Tract shall be exercised by them as they among themselves determine, but in no event shall more than one (1) vote be cast with regard to any Lot or two (2) votes per acre per Tract owned by a Class "A" Member. The votes of the Class "A" Members are referred to herein as the "Class 'A' votes".

B. Class "B". The Class "B" Member shall be Declarant. The Class "B" Member shall be allowed 5,000 votes, for as long as the Class B Membership exists. All Class "B" votes and the Class B Membership shall cease to exist and automatically be converted to Class "A" votes on the happening of any of the following events, whichever occurs earlier:

1. When 100% of the Lots and Tract on the Property (including Property added by annexation) planned for development have been sold to and occupied by Class A Members that are not Sub-developers;

2. December 31, 2030; or

3. At such earlier time as the holder of the Class "B" votes may, in its sole discretion, elect, as evidenced by a document recorded in the Office of the County Clerk of Brazoria County, Texas.

C. Reinstatement of Class "B" Votes. Notwithstanding the prior provisions of subsection B above, if additional land is made subject to the jurisdiction of the Association pursuant to a Supplemental Declaration, or if Declarant repurchases any Lots and/or Tracts, such that Declarant again owns any Lots and/or Tracts, then the provisions in said paragraph B of Article VI, regarding Class B votes shall be automatically reinstated *ipso facto*.

ARTICLE VII BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Association 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>
Gary Cook	c/o Shadow Creek Ranch P.O. Box 95398 Las Vegas, Nevada 89193-5398
Carlo Ferreira	c/o Shadow Creek Ranch P.O. Box 95398 Las Vegas, Nevada 89193-5398
Kerry R. Gilbert	15810 Park Ten Place, Suite 160 Houston, Texas 77084

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Sarah Ann Powers	Hoover, Bax & Slovacek, L.L.P. 5847 San Felipe, Suite 2200 Houston, Texas 77057

ARTICLE IX
NON-PROFIT CORPORATION

The Association is a non-profit corporation, without capital stock organized solely for the purposes specified in Article V, and no part of its property, whether income or principal, shall ever inure to the benefit of any director, officer, Member or employee of the Association, nor shall any such director, officer, Member, employee, or individual receive or be lawfully entitled to receive any profit from the operations of the Association for reimbursement of expenses except to the extent permitted by the Bylaws or the Declaration.

ARTICLE X
PROHIBITED ACTS

The Association shall not pay dividends or other corporate income to its Members, directors, or officers or otherwise accrue distributable profits or permit the realization of private gain. This prohibition shall not apply to acquiring, constructing, or providing management, maintenance, and care of Association property, or the rebate of excess membership dues, fees, or assessments to the Members of the Association.

The Association shall have no power to take any action prohibited by the Texas Non-Profit Corporation Act.

ARTICLE XI
LIMITATION ON LIABILITY OF DIRECTORS

A director is liable to the Association and/or its members for monetary damages for an act or omission in the director's capacity as director only as provided in the Declaration.

ARTICLE XII
INDEMNIFICATION

The Association may indemnify a person who was, is, or is threatened to be named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Association, as provided by the Bylaws of the Association. The terms and conditions of such indemnification shall be set forth in the Declaration or the Bylaws.

ARTICLE XIII
ACTIONS WITHOUT MEETINGS

Any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of the Members or Directors of the Association or any action that may be taken at a meeting of the Members or Directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Members, directors, or

committee members as would be necessary to take that action at a meeting at which all of the Members, directors, or members of the committee were present and voted.

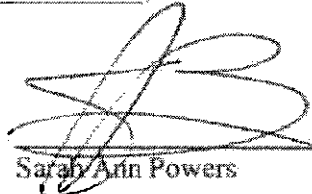
ARTICLE XIV
DISSOLUTION

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 the Association was created or shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization devoted to such similar purposes.

ARTICLE XV
AMENDMENTS

Amendments of these Articles of Incorporation shall require the approval of two-thirds (2/3) of the votes which members of the Association, present at a meeting of the Association, in person or by proxy, are entitled to cast.

IN WITNESS WHEREOF for the purpose of forming this Association under the laws of the State of Texas, I, the undersigned incorporator of this Association, have executed these Articles of Incorporation this 13 day of June, 2001.



Sarah Ann Powers

Address: Hoover, Bax & Slovacek, L.L.P.
5847 San Felipe, Suite 2200,
Houston, Texas 77057