

<p><b>FILED</b>  in the Office of the  Secretary of State of Texas</p> <p><b>APR 28 1997</b></p>
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**ARTICLES OF INCORPORATION**  
**OF**  
**HANNOVER FOREST HOMEOWNERS ASSOCIATION Corporations Section**

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

**ARTICLE I**

The name of the corporation is Hannover Forest Homeowners Association.

**ARTICLE II**

The corporation is a non-profit corporation.

**ARTICLE III**

The period of its duration is perpetual.

**ARTICLE IV**

For purpose or purposes for which said corporation is organized are for the carrying out of a civic and benevolent undertaking, namely, the promotion of property improvement and the safety, health and welfare of the residents of the Hannover Estates Subdivision, a/k/a Hannover Forest, a residential subdivision in Harris County, Texas, as may be shown on a map or maps thereof, recorded or to be recorded in the Map Records of Harris County, Texas, covering those certain tracts or parcels of land known or to be known as Hannover Estates (a/k/a Hannover Forest) Subdivision and initially containing approximately 70 acres in Harris County, Texas, said 70 acres being more specifically described in that

certain Special Warranty Deed dated October 2, 1996, from Hannover Estates, Ltd. to George Wimpey of Texas, Inc., recorded under Clerk's File Number S153276, Film Code Number S10-33-0246, Official Public Records of Real Property of Harris County, Texas, which is hereby incorporated herein by reference, and any additional residential property which may be added or annexed to the operation, control and jurisdiction of said corporation.

ARTICLE V

In the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the directors shall dispose of the property and assets of the corporation to a public body or to a nonprofit organization with the same objects and purposes for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a personal or private interest in the affairs of the corporation.

ARTICLE VI

Annexation of additional properties by the corporation, mergers and consolidations of the corporation, mortgaging of the Common Area (as defined in the recorded restrictions covering the property described in Article IV), dissolution of the corporation or amendments of the Articles of Incorporation will require the prior approval of the Housing and Urban Development/Veteran's Administration as long as there is a Class B membership in the corporation as set forth in said recorded restrictions. In addition, any amendments of the Articles of Incorporation requires

shall not engage in any activity which includes the carrying on of propaganda or otherwise attempting to influence legislation, to intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

#### ARTICLE XI

In the event of liquidation, dissolution or winding up of the corporation, whether voluntarily or involuntarily, the directors shall dispose of the property and assets of the corporation in such manner as they, in the exercise of their absolute and uncontrolled discretion, and by majority vote, shall determine; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the corporation is formed, and shall not accrue to the benefit of any director of the corporation or any individual having a personal or private interest in the affairs of the corporation or any organization which engages in any activity in which the corporation is precluded for engaging.

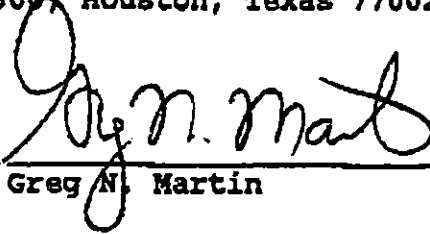
#### ARTICLE XII

A director of the corporation shall not be liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article XII does not authorize the elimination or limitation of the liability of a director for: (1) a breach of a director's duty of loyalty to the corporation or its members; (2) an act or omission not in good faith that constitutes a breach of duty of the

directors to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (4) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

ARTICLE XIII

The name and address of the incorporator is Greg N. Martin, 1200 Smith Street, Suite 3300, Houston, Texas 77002.

  
\_\_\_\_\_  
Greg N. Martin



The State of Texas  
Secretary of State

RECEIVED MAY 16 1997

CERTIFICATE OF INCORPORATION  
OF

HANNOVER FOREST HOMEOWNERS ASSOCIATION  
CHARTER NUMBER 01443748

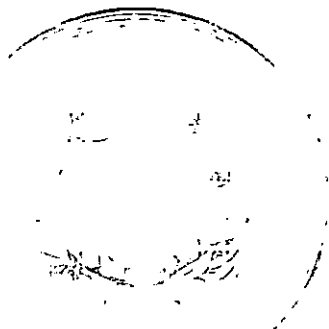
THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS, HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO CONFORM TO LAW.

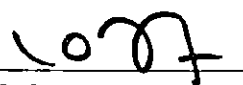
ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS CERTIFICATE OF INCORPORATION.

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 APR. 28, 1997

EFFECTIVE APR. 28, 1997



  
Antonio O. Garza, Jr., Secretary of State

NON-PROFIT  
FILING FEE - \$5.00

STATEMENT OF CHANGE OF REGISTERED  
OFFICE OR REGISTERED AGENT OR BOTH  
BY A TEXAS NON-PROFIT CORPORATION

FILED  
In the Office of the  
Secretary of State of Texas  
OCT 13 1997  
Corporations Section

1. The name of the corporation is Hannover Forest Homeowners Association

2. The address, including street and number, of its present registered office as shown in the records of the Secretary of State of the State of Texas before filing this statement is 9766 Whithorn Drive  
Houston, Texas 77095

3. The address, including street and number, to which its registered office is to be changed is 16360 Park Ten Place, Suite 310  
Houston, Texas 77084

(Give new address or state "no change")

4. The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is Greg Martin

5. The name of its new registered agent is Crest Capitol Management, Inc

(Give new name or state "no change")

6. The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

7. Such change was authorized by: (Check One)

- A. The Board of Directors.
- B. An officer of the corporation so authorized by the Board of Directors.
- C. The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Non-Profit Corporation Act.

[Signature]  
President or Vice President

Sworn to 10-7-97  
(date)

[Signature]  
Notary Public

\_\_\_\_\_  
County, Texas

