

AUG 14 2000

ARTICLES OF INCORPORATION  
OF  
COLLEGE STATION GRAND OAKS HOMEOWNERS' ASSOCIATION, INC.  
Corporations Section

I, the undersigned natural person over the age of eighteen (18) years, acting as Incorporator, adopt the following Articles of Incorporation for College Station Grand Oaks Homeowners' Association, Inc.:

**ARTICLE 1  
NAME**

The name of the Corporation is College Station Grand Oaks Homeowners' Association, Inc.

**ARTICLE 2  
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE 3  
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 4  
PURPOSES**

The Corporation does not contemplate pecuniary gain or profit to the Members thereof, and the purpose for organizing the Corporation is to provide for the preservation and maintenance of a Residential Project (the "Project" or "Property"), as provided in the Declaration of Covenants, Conditions and Restrictions of GRAND OAKS SUBDIVISION, as amended by the Supplemental and Second Supplemental Covenants, Conditions and Restrictions (collectively, herein referred to as the "Declaration"), located in College Station, Brazos County, Texas. Specifically, the Corporation is organized to exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation arising from the Declaration, as amended from time to time, and recorded in the Official Records of Brazos County, Texas, the Declaration being incorporated herein by reference for all purposes and to enforce applicable provisions of the Declaration, By-Laws, any rules and regulations of the Corporation, and any other instrument for the management of the Property.

**ARTICLE 5  
POWERS**

Except as these Articles otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

**ARTICLE 6  
RESTRICTIONS AND REQUIREMENTS**

The Corporation may not pay dividends or other corporate income to its Directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act.

**ARTICLE 7  
MEMBERSHIP**

The Corporation shall have one or more classes of members. The designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class are set forth in the Declaration and the Bylaws of the Corporation.

**ARTICLE 8  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 111 FM 2818, Bryan, Texas 77805. The name of the initial registered agent at this office is David W. Scarmardo.

**ARTICLE 9  
MANAGING BODY OF CORPORATION**

The management of the Corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors. The initial Board of Directors will consist of three (3) persons at the following addresses:

<u>Name</u>	<u>Address</u>
David W. Scarmardo	111 FM 2818, Bryan, Texas 77805
Greg Scarmardo	2303 E. Briargate, Bryan, Texas 77802
Mark Scarmardo	901 South Rosemary, Bryan, Texas 77802

The number of Directors may be increased or decreased by amending the bylaws. The number of Directors may not be decreased to fewer than three.

**ARTICLE 10  
LIMITATION ON LIABILITY OF DIRECTORS**

A Director is not liable to the Corporation for monetary damages for an act or omission in the Director's capacity as Director except as otherwise provided by a Texas statute.

**ARTICLE 11  
INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Director or other person related to the Corporation as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification. As the bylaws provide, the Board of Directors may define the requirements and limitations for the Corporation to indemnify Directors, officers, or others related to the Corporation.

**ARTICLE 12  
CONSTRUCTION**

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 13  
INCORPORATORS**

The name and street address of the incorporator is:

*Name of Incorporator*

*Address*

Charles A. Ellison

2501 Ashford Drive, Suite 100  
College Station, Texas 77840-4698

**ARTICLE 14  
DISSOLUTION**

The Corporation may be dissolved in accordance with the limitations set out in the Declaration. The Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and it is organized solely for non-profit purposes. 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 discretion (as set forth in the Declaration), deem appropriate; provided, however, that such disposition shall be exclusively in the furtherance of the object and purposes for which the Corporation is formed and shall not accrue to the benefit of any Director of the Corporation of any organization which engages in any activity in which the Corporation is precluded from engaging.

Executed this 11<sup>th</sup> day of August, 2000.

  
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Charles A. Ellison, Incorporator