



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is a true and correct copy of the following described document on file in this office:

CANDLELIGHT FOREST WEST MAINTENANCE FUND, INC.
FILE NO. 1527408-1

ARTICLES OF INCORPORATION

MARCH 8, 1999



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 15, 2000.

Elton Bomer
Secretary of State

<p>FILED In the Office of the Secretary of State of Texas MAR 8 1999 Corporations Section</p>

**ARTICLES OF INCORPORATION
 OF
 CANDLELIGHT FOREST WEST MAINTENANCE FUND, INC.**

In compliance with the requirements of Texas Non-Profit Corporation Act, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is **CANDLELIGHT FOREST WEST MAINTENANCE FUND, INC.**, hereinafter called the "Association".

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The registered office of the Association is located at 16055 Space Center Boulevard, Suite 150, Houston, Texas 77062.

ARTICLE IV

Dick H. Gregg, III is hereby appointed the initial registered agent of this Association.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The corporation is formed for the purposes of providing for maintenance and

preservation of (a) the common properties in Candlelight Forest West Subdivision, a platted subdivision in Harris County, Texas, which is subject to the provisions of Declarations of Covenants, Conditions, and Restrictions for Candlelight Forest West Subdivision (hereinafter called the "Declarations"), recorded in the Deed Records of Harris County, Texas, and (b) any additional restrictive covenants or deletions or modifications of the existing Declaration that may hereafter be imposed on such properties by one or more Supplemental or Amended Declarations of Covenants, Conditions and Restrictions covering such properties (hereinafter singly called a "Supplemental Declaration" or "Amended Declaration" and collectively called the "Supplemental Declarations" or "Amended Declarations"); and (c) to perform the other functions and services and (d) to uphold the covenants and restrictions provided for and referred to in the Declaration and the Supplemental/Amended Declarations; and to:

1. Represent the homeowners of the above described properties to other parties, organizations, and governmental entities;
2. Support the Architectural Control Committee in fulfilling all of its duties as set forth in the Declaration and all Supplemental Declarations;
3. Fix, levy, collect and enforce payment of all charges or assessments by the association on its members; 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 properties of the Association; and

4. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Act of the State of Texas may by law now or hereafter have or exercise; provided that none of the objects or purposes herein set out shall be construed to authorize the corporation to do any act in violation of said Non-Profit Corporation Act or other laws applicable to non-profit corporations, and all such objects or purposes are subject to said Act.

ARTICLE VI

Each legal owner, whether one or more persons or entities, or the interest in the Lots in the Subdivision (as such term is defined in the Declaration), which is required in order to be deemed an Owner (as such term is defined in the Declaration or any Supplemental/Amended Declaration), shall be a member of the Association. Membership in the Association shall be appurtenant to and shall automatically follow the legal ownership of such required interest in a Lot in the Subdivision and may not be separated from such ownership. No instrument shall be necessary to transfer membership and no certificate of membership will be issued.

ARTICLE VII

The Association shall have only one class of membership: Members shall be a Lot Owner, subject to Article VII hereof. These members shall be entitled to one

vote each if they are in current good standing with the association. When more than one person holds such interest in any one Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one Lot.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association, but in no event shall be less than three. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are as follows:

1. Fenton Bradley, 9507 Kindletree Dr., Houston, Texas 77040
2. Robert Nichols, 9535 Kindletree Dr., Houston, Texas 77040
3. John J. Pearl, 9719 Rocktree Dr., Houston, Texas 77040

Each Director shall hold office for a term of one year and until a successor is duly elected and qualified.

ARTICLE IX

INCORPORATORS

The names and addresses of the Incorporators of the Association are:

1. Fenton Bradley, 9507 Kindletree Dr., Houston, Texas 77040

2. Robert Nichols, 9535 Kindletree Dr., Houston, Texas 77040
3. John J. Pearl, 9719 Rocktree Dr., Houston, Texas 77040

ARTICLE X

INDEMNIFICATION

The Association 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 Association as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

The Board of Directors may define in the Bylaws the requirements and limitations for the corporation to indemnify Directors, officers, or others related to the Association.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of members as such memberships exist at the time of dissolution. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be distributed as provided in the Texas Nonprofit Corporation Act.

ARTICLE XII

DURATION

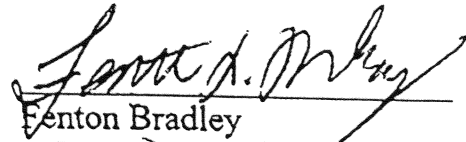
The corporation shall exist perpetually.

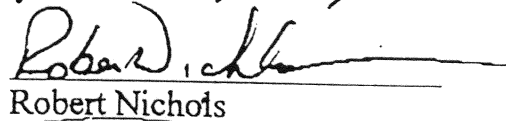
ARTICLE XIII

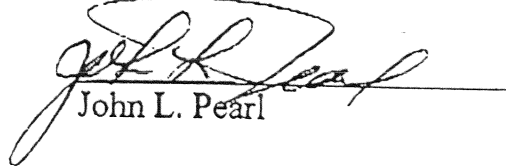
AMENDMENTS

Amendments of these Articles shall require the assent of a majority of the membership present and voting at a meeting either in person or by proxy.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Texas, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 3rd day of September, 1998.

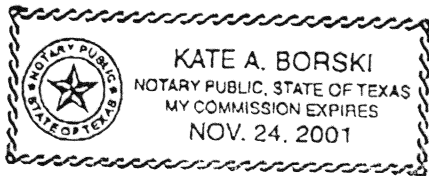

Enton Bradley


Robert Nichols


John L. Pearl

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

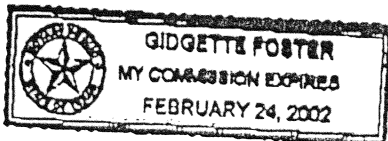
I, a Notary Public, do hereby certify that on this the 3rd day of FEBRUARY, 1998, personally appeared before me, Fenton Bradley, who being by me first duly sworn, each declared that he is one of the persons who signed the foregoing document as incorporator, and that the statements therein contained are true.



Kate A. Borski
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS §
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COUNTY OF HARRIS §

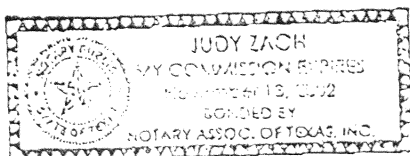
I, a Notary Public, do hereby certify that on this the 12 day of December, 1998, personally appeared before me, Robert Nichols, who being by me first duly sworn, each declared that he is one of the persons who signed the foregoing document as incorporator, and that the statements therein contained are true.



Gidgette Foster
NOTARY PUBLIC IN AND FOR
THE STATE OF TEXAS

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

I, a Notary Public, do hereby certify that on this the 19 day of JANUARY, 1998, personally appeared before me, John L. Pearl, who being by me first duly sworn, each declared that he is one of the persons who signed the foregoing document as incorporator, and that the statements therein contained are true.



Judy Zach
NOTARY PUBLIC IN AND FOR
STATE OF TEXAS