

SEP 26 2005

Corporations Section

**ARTICLES OF INCORPORATION
OF
THE MANSIONS VILLAS HOMEOWNERS ASSOCIATION, INC.**

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

ARTICLE ONE

NAME

The name of the nonprofit corporation (hereinafter called the "**Association**") is The Mansions Villas Homeowners Association, Inc.

ARTICLE TWO

STATUS

The Association is a Texas non-profit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSE

The purpose for which the Association is organized is to be and constitute the Association to which reference is made in that certain Declaration of Covenants, Conditions and Restrictions for The Mansions Villas (the "**Declaration**") by The Mansion Villas, L.P., a Texas limited partnership (the "**Declarant**"), dated on or about the date hereof, pertaining to the single-family subdivisions known as the Mansions Villas Additions within the City of Conroe, Montgomery County, Texas, as recorded (and amended from time to time) in the Real Property Records of Montgomery County, Texas.

The Association shall not engage in any purpose, action or activity which is prohibited by the Texas Non-Profit Corporation Act or any other applicable law. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members (as defined in the Declaration).

ARTICLE FIVE

MEMBERS

The Association 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 within the Declaration and the Bylaws (as defined in the Declaration).

ARTICLE SIX

INDEMNIFICATION

To the full extent permitted by applicable law, no Director (as hereinafter defined) or Officer (as hereinafter defined) of this Association shall be liable to this Association or its Members for monetary damages for an act or omission in such Director's or Officer's capacity as a Director or Officer of this Association, except that this Article Six does not eliminate or limit the liability of a Director or Officer of this Association for:

1. a breach of such Director's or Officer's duty of loyalty to this Association or its Members;
2. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which such Director or Officer received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such Director's or Officer's office;
4. an act or omission for which the liability of such Director or Officer is expressly provided for by statute; or
5. an act related to an unlawful stock repurchase or payment of a dividend.

Any repeal or amendment of these Articles by the Members of this Association shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or Officer of this Association existing at the time of such repeal or amendment. In addition to the circumstances in which a Director or Officer of this Association is not personally liable as set forth in the foregoing provisions of this Article Six, a Director or Officer shall not be liable to the full extent permitted by the provisions of the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act as the same may be amended from time to time (as such acts further limit the liability of a Director or Officer).

To the full extent permitted by applicable law, the Association shall indemnify any Director or Officer against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be made a named defendant or respondent in a Proceeding (as hereinafter defined) because the person is or was a Director or Officer and shall advance to such person such reasonable expenses as are incurred by him in connection therewith. The rights of Directors and Officers set forth in these Articles shall not be exclusive of any other right which Directors or Officers may have or hereafter acquire relating to the subject matter hereof. As used in these Articles, the terms "**Director**" and "**Officer**" shall mean any person who is or was a director or officer of the Association and any person who, while a director or officer of the Association, is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise. As used in these Articles, the term "**Proceeding**" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, any appeal in any such action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding. Where any provision of this Article Six conflicts with the Declaration, the Declaration shall govern and control.

ARTICLE SEVEN

ACTION WITHOUT A MEETING

Any action authorized or required by the Texas Non-Profit Corporation Act to be taken at any annual or special meeting of members, the Board (as defined in the Declaration), or any committee thereof, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of a sufficient number of votes to take such action at a meeting at which all members were present and voted.

ARTICLE EIGHT

REGISTERED OFFICE AND AGENT

The street address of the Association's initial registered office is 545 FM 1488, Conroe, Texas 77384, and the name of its initial registered agent at such address is David F. Hiles.

ARTICLE NINE

INITIAL DIRECTORS

The number of Directors constituting the initial Board is three (3), and the names and addresses of the persons who are to serve as Directors are:

Marcus D. Hiles
601 Canyon Drive, Suite 101
Coppell, Texas 75019-3859

Forest Pettis
545 FM 1488
Conroe, Texas 77384

David F. Hiles
545 FM 1488
Conroe, Texas 77384

The number of Directors may be changed as provided in the Bylaws, provided, however, that the number of Directors may never be less than three (3).

ARTICLE TEN

INCORPORATOR

The name and address of the incorporator is:

Marcus D. Hiles
601 Canyon Drive, Suite 101
Coppell, Texas 75019-3859

Executed and effective as of the 15 day of August, 2005.



Marcus D. Hiles, Incorporator