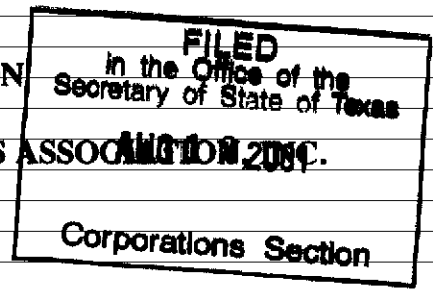


**ARTICLES OF INCORPORATION
OF
WHITE OAK RANCH SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**



ARTICLE ONE

The name of the corporation is White Oak Ranch Subdivision Homeowners Association, Inc. (herein called the "Association")

ARTICLE TWO

The Association is a non-profit corporation.

ARTICLE THREE

The period of duration of the Association is perpetual.

ARTICLE FOUR

The purpose or purposes for which the Association is organized are: to provide for maintenance, preservation and architectural control of the residential lots and common area described in Exhibit "A" attached hereto and made a part hereof for all purposes, and any other areas created by the dedication of additional property to the above described residential lots and common area (herein collectively called the "Property" or "Development") by the owners of the Property and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association, and for this purpose to:

(a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in the Declaration of Covenants, Conditions and Restrictions applicable to the Property and recorded in the Official Records of Real Property of Montgomery County, Texas;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration of Covenants, Conditions and Restrictions filed of record covering the Property, 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 any property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;

(e) dedicate, sell or transfer all or any part of the common area, if any, to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been authorized by three-fourths (3/4ths) of the owners of the residential lots (the "Board of Directors") constituting the Property to act on behalf of the members for the purpose of accomplishing such dedication, sale or transfer;

(f) notwithstanding the foregoing paragraph (e), the Board of Directors may from time to time without authorization of the membership, grant or dedicate easements with respect to the common area, if any, as may be necessary or convenient to provide or assist in utility service to the Property;

(g) 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 by law may now or hereafter have to exercise.

ARTICLE V

The street address of the initial registered office of the Association is 8100 Washington Avenue, Suite 120, Houston, Texas 77007 and the name of the initial registered agent is B. J. Farley.

ARTICLE VI

The name and street address of each incorporator is:

<u>Name</u>	<u>Address</u>
B. J. Farley	8100 Washington Ave., Suite 120 Houston, Texas 77007

The name and street address of each of the initial directors is:

<u>Name</u>	<u>Address</u>
Gary Calfee	7711 Longmire Rd. Conroe, Texas 77304
Carol Van Alstyne	7500 Longmire Road Conroe, Texas 77304

<u>Name</u>	<u>Address</u>
John Van Alstyne	7500 Longmire Road Conroe, Texas 77304
Joseph Monroe	11775 Old Montgomery Road Willis, Texas 77318
Jim Box	15320 Clevedon Jersey Village, Texas 77040

ARTICLE VII

The Association shall have only two classes of voting membership. All lot owners other than the Developer, Lake Conroe Development Corporation shall be considered Class A members and for each lot owned shall be entitled to one vote. Lake Conroe Development Corporation shall be considered a Class B member and for each lot owned by it shall be entitled to four (4) votes. All Class B memberships shall cease and be automatically converted to Class A memberships on the happening of any of the following events, whichever occurs earlier: (i) when the total number of votes entitled to be cast by the Class A members equals the total number of votes entitled to be cast by the Class B member; (ii) twenty (20) years from the date of recordation of the Declaration of Covenants, Conditions and Restrictions for White Oak Ranch Subdivision, Section One; or (iii) at such earlier time as the Class B member, in its sole discretion, shall elect.

ARTICLE VIII

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4ths) of the members. 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. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be used for similar purposes.

ARTICLE IX

Amendment of these articles shall require the assent of three-fourths (3/4ths) of the members.

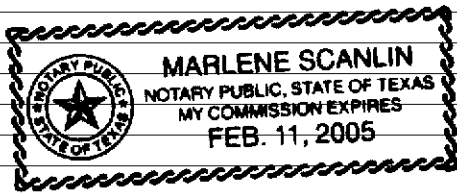
IN WITNESS WHEREOF, I have hereunto set my hand, this 1st day of August, 2001.


B. J. FARLEY

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for the State of Texas, do hereby certify that on this the 14 day of August, 2001, personally appeared B. J. FARLEY who being by me first duly sworn, declared that he is the person who signed the foregoing document as Incorporator and that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 14 day of August, 2001.



Marlene Scanlin
NOTARY PUBLIC, STATE OF TEXAS

EXHIBIT "A"

White Oak Ranch Subdivision, a subdivision of 118.396 acres of land in the James Edwards Survey, Abstract 190, Montgomery County, Texas

STATE OF TEXAS
COUNTY OF MONTGOMERY
I hereby certify this instrument was filed in
File Number on the date and at the time
stamped herein by me and was duly RECORDED in
the Official Public Records of Real Property at
Montgomery County, Texas.

AUG 20 2001



Mark E. [Signature]

County Clerk
Montgomery County, Texas

After recording return to:
B. J. Farley
8100 Washington Ave., Suite 120
Houston, Texas 77007

FILED FOR RECORD
2001 AUG 20 PM 1:41
Mark E. [Signature]
COUNTY CLERK
MONTGOMERY COUNTY, TEXAS