

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Roger Williams
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

Park Lake II Townhomes Association, Inc.
File Number: 800714125

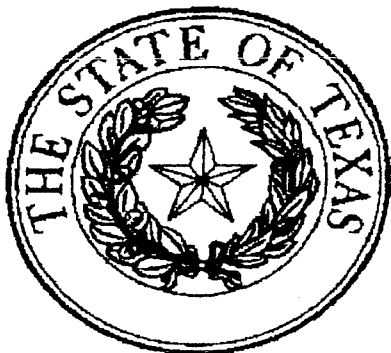
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a 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: 09/29/2006

Effective: 09/29/2006



A handwritten signature in black ink, appearing to read "Roger Williams".

Roger Williams
Secretary of State

**CERTIFICATE OF FORMATION
OF
PARK LAKE II TOWNHOMES ASSOCIATION, INC.**

The undersigned natural person of the age of eighteen (18) years or more, acting as the organizer of a nonprofit corporation under Chapter 22 of the Texas Business Organizations Code (the "Code"), does hereby adopt the following Certificate of Formation for such corporation.

ARTICLE ONE

The name of the corporation is Park Lake II Townhomes Association, Inc.

ARTICLE TWO

The corporation is a nonprofit corporation.

ARTICLE THREE

The period of its duration is perpetual.

ARTICLE FOUR

The purpose or purposes for which the corporation is organized are as follows:

(1) To provide for the management, maintenance, preservation, repair, architectural control, use and operation of the residential lots, townhome units, improvements, and the Common Area located on that certain 4.0867 acre tract of land, which tract of land is described as follows:

A subdivision consisting of 4.0867 acres of land, being called the Park Lake Condominiums, Phase II (although the real property described therein is not now and shall not be subject to a condominium regime), the plat of the subdivision having been recorded on September 30, 2003 under Clerk's File No. 2003137415 of the Official Public Records in the Office of the County Clerk of Fort Bend County, Texas, as shown on Slide No. 2535A of the Map Records of Fort Bend County, Texas (the "Property").

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the corporation as set forth in that certain Declaration of Covenants, Conditions and Restrictions for the Park Lake Townhomes, Phase II, which are restrictive covenants to the recorded against the Property and are hereinafter called the "Restrictions," which shall be recorded in the Official Public Records of Real Property of Fort Bend County, Texas, as the same may be amended from time to time as therein provided, said Restrictions being incorporated herein by reference as if fully set forth herein;

(3) To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Restrictions; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the Property and against any other assets or property of the corporation;

(4) To acquire, own, hold, improve, build upon, operate, preserve, repair and maintain the Common Area (as defined in the Restrictions) upon the Property;

(5) With the prior written consent or the affirmative vote (in person or by proxy) of at least two-thirds (2/3) of owners of lots within the Property (excluding the Declarant as defined in the Restrictions), to mortgage, convey, sell, transfer or lease the Common Area;

(6) With the prior written consent or the affirmative vote (in person or by proxy) of at least two-thirds (2/3) of owners of lots within the Property, to amend the Restrictions, as more particularly set forth in the Restrictions;

(7) To indemnify the members of the Board of Directors and the officers of the corporation in accordance with provisions of Chapter 22 of the Code and as further provided in the Restrictions;

(8) To enter into a written agreement with the Park Lake Townhomes Association, Inc. (the "Phase I Association") which is the owner of the Common Area on the adjoining 5.9537 acre tract of land (the "Phase I Tract") located adjacent to and immediately south of the Property, the plat of which is recorded under Clerk's File No. 99004006 and on Slide No. 1815A in the Office of the County Clerk of Fort Bend County, Texas.

(9) To have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 22 of the Code by law may now or hereafter have or exercise.

ARTICLE FIVE

The street address of the initial registered office of the corporation is Nine Greenway Plaza, Suite 3100, Houston, Texas 77046, and the name of its initial registered agent at such address is Harvey J. Heller.

ARTICLE SIX

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot within the Property in Fort Bend County, Texas, which Lot is subject to the Restrictions, shall be a member of, and have voting rights in, the corporation. The foregoing is not intended to and shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership in the corporation shall be appurtenant to and may not be separated from record fee ownership of any Lot which is subject to the Restrictions.

ARTICLE SEVEN

The corporation shall have two classes of voting membership.

Class A. Class A members shall be all Owners with the exception of the Class B Members (as defined below and in the Restrictions) and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot which is subject to the Restrictions, all such persons shall be members. The vote for such Lot shall be exercised as the interest holders may determine, but in no event shall more than one vote be cast by a Class A member with respect to any Lot owned which is subject to the Restrictions.

Class B. Class B Members shall be the Declarant (as described in the Restrictions), a builder constructing a Townhome on a Lot and any successors or assigns to Declarant. Class B Members shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

1. When thirty (30) of the Lots within the Property have been conveyed to a person or entity other than a Class B Member; or
2. On December 31, 2008.

ARTICLE EIGHT

The affairs of the corporation shall be managed by a Board of Directors, who shall be members of the corporation. The number of directors may be changed by amendment of the By-Laws of the Corporation. The number of Directors constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the initial Directors until their successors are elected, are:

Raymond G. Tiedje	7373 East Doubletree Ranch Road, No. 225 Scottsdale, Arizona 85258
Dale Heimann	7373 East Doubletree Ranch Road, No. 225 Scottsdale, Arizona 85258
Rob Northrop	7373 East Doubletree Ranch Road, No. 225 Scottsdale, Arizona 85258

The number of directors may be increased from time to time in the manner provided in the By-Laws. The number of directors may not be decreased to fewer than three (3). The initial directors shall hold office until the first annual election of directors. Directors shall be elected in the manner and for the terms provided in the By-Laws of the corporation.

ARTICLE NINE

The corporation may be dissolved in accordance with the provisions of Chapter 22 of the Code. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to a public body or conveyed to a nonprofit organization to be used for purposes similar to those for which this corporation was created. In the event that the receiving public body should refuse to accept the assets of the corporation, then such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes which are similar to those of the corporation.

ARTICLE TEN

These Articles of Incorporation may be amended by the affirmative vote (in person or by proxy), or by written consent of Owners of Lots within the Property representing at least two-thirds (2/3) of each class of members of the corporation. The Bylaws of the Corporation may be amended in accordance with the amendment provisions contained within the Bylaws.

ARTICLE ELEVEN


Any action required by Chapter 22 of the Code to be taken at a meeting of the members or directors of the Corporation, or any action that may be taken at a meeting of the members or directors or of any committee of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors or committee members as would be necessary to take that action at a meeting at which all of the members, directors or members of the committee were present and voted.

ARTICLE TWELVE

The name and street address of the organizer of the corporation is:

Raymond G. Tiedje
7373 East Doubletree Ranch Road, No. 225
Scottsdale, Arizona 85258

IN WITNESS WHEREOF, I have set my hand on this Certificate of Formation on this the 19th day of September, 2006.



RAYMOND G. TIEDJE