

INSTRUMENT TO RECORD DEDICATORY INSTRUMENTS

This Instrument is being recorded by Wintergreen Trail Townhome Association, a Texas nonprofit corporation (the "Association") pursuant to Section 202.006 of the Texas Property Code.

Section 202.006 of the Texas Property Code requires a property owners' association to record each dedicatory instrument in the real property records of the County in which the property to which the dedicatory instrument relates is located, if such instrument has not previously been recorded; and

Restrictive covenants and other matters concerning the encumbered property and/or the Association are set forth in the previously recorded dedicatory instruments described hereinbelow. The previously recorded dedicatory instruments described hereinbelow may not include all the dedicatory instruments previously recorded with regard to the encumbered property and/or the Association.

<u>Document</u>	<u>Clerk's File No. or Film Code Reference</u>
Declaration of Covenants, Conditions, Restrictions and Easements for Wintergreen Trail Townhomes	Montgomery County Clerk's File No. 9773007
First Amendment to Declaration of Covenants, Conditions, Restrictions and Easements	Montgomery County Clerk's File No. 9876037

The Association is currently subject to the following additional dedicatory instruments which have not been previously recorded, to-wit:

1. Articles of Incorporation
2. Bylaws
3. First Amendment to Bylaws
4. Rules and Regulations (November 7, 1997)
5. Policy Resolution for Collection of Delinquent Assessments (March 22, 2001)

Pursuant to Section 202.006 of the Texas Property Code, the Association does hereby record such additional dedicatory instruments, copies of which are attached hereto. Each dedicatory instrument attached hereto is subject to amendment pursuant to the amendatory procedures applicable thereto.


Executed on the 15 day of August, 2001.

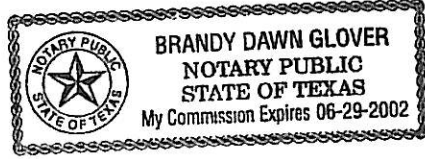
WINTERGREEN TRAIL TOWNHOME ASSOCIATION, acting by and through its managing agent, ASSOCIATION MANAGEMENT, INC.


Trinh Nguyen, Manager

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on August 15, 2001 by Trinh Nguyen, the Manager with Association Management, Inc., managing agent for Wintergreen Trail Townhome Association, a Texas nonprofit corporation, on behalf of said corporation.


Notary Public, State of Texas



WHEN RECORDED RETURN TO:
Robert T. Alexander
P. O. Box 4547
Houston, TX 77210-4547

FILED
In the Office of the
Secretary of State of Texas
NOV 19 1997
Corporations Section

ARTICLES OF INCORPORATION
OF
WINTERGREEN TRAIL TOWNHOME ASSOCIATION

I, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I
NAME

The name of the corporation is WINTERGREEN TRAIL TOWNHOME ASSOCIATION.

ARTICLE II
NON-PROFIT CORPORATION

The corporation is a non-profit corporation.

ARTICLE III
DURATION

The period of the corporation's duration is perpetual.

ARTICLE IV
PURPOSES

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

- (1) The specific and primary purpose for which this corporation is incorporated is to provide for an organization consisting of the owners of Lots in The Woodlands, Village of Alden Bridge, Section 48, being 7.76 acres out of the A. Smith Survey, Abstract 499, Montgomery County, Texas, according to the map or plat thereof recorded in Cabinet J, Sheet 122 of the Map Records of Montgomery County, Texas (the "Property"), in order to provide for the management, maintenance, preservation, and architectural control of the Property. IT SHALL NOT BE ONE OF THE PURPOSES OF THE CORPORATION TO PROVIDE SECURITY TO THE RESIDENTS OF THE PROPERTY AND NEITHER THE CORPORATION, ITS BOARD, THE RYLAND GROUP, INC., A MARYLAND CORPORATION (THE DEVELOPER OF THE PROPERTY) OR ANY MANAGING AGENT OF

THE PROPERTY, NOR THEIR OFFICERS, DIRECTORS, OR EMPLOYEES SHALL IN ANY WAY BE CONSIDERED INSURERS OR GUARANTORS OF SECURITY WITHIN THE PROPERTY AND SHALL NOT BE HELD LIABLE FOR ANY LOSS OR DAMAGE BY REASON OR ALLEGED FAILURE TO PROVIDE ADEQUATE SECURITY OR INEFFECTIVENESS OF SECURITY MEASURES UNDERTAKEN, IF ANY.

- (2) The general powers of the corporation are:
- (a) enforce the terms of that certain instrument entitled "Declaration of Covenants, Conditions, Restrictions, and Easements for Wintergreen Trail Townhomes dated November 12, 1997, and recorded under County Clerk's File No. 9773007 in the Real Property Records of Montgomery County, Texas (the "Declaration"), and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length, as well as the restrictive covenants of any other properties brought within the jurisdiction of the corporation;
 - (b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 of the corporation;
 - (c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the corporation;
 - (d) borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
 - (e) dedicate, sell or transfer all or any part of the Common Area, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members;
 - (f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area; and

(g) to have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

- (3) Notwithstanding any of the foregoing statements of purposes and powers, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (1) of this Article IV. The corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the corporation, including contract sellers, shall be a member of the corporation. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the corporation.

ARTICLE VI VOTING RIGHTS

The corporation shall have two classes of voting membership:

Class A. Class A Members shall be all those owners as defined in Article V with the exception of The Ryland Group, Inc. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership in Article V. When more than one person holds an interest in any 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 Lot.

Class B. The Class B Member shall be The Ryland Group, Inc. The Class B Member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership by Article V; provided, however, that the Class B membership shall cease and be converted to Class A membership on the Election Date as further defined in the Declaration.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 350 Glenborough, Suite 110, Houston, Texas 77067, and the name of its initial registered agent at such address is The Ryland Group, Inc.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of three (3) Directors. The number of directors may be changed by amendment of the Bylaws of the corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Ernest Loeb	350 Glenborough, #110, Houston, Texas 77067
Ken Trainer	350 Glenborough, #110, Houston, Texas 77067
Jim Lemming	350 Glenborough, #110, Houston, Texas 77067

ARTICLE IX
INDEMNIFICATION

The Association shall indemnify any director or former director, officer or former officer of the Association to the fullest extent allowed by the Texas Non-Profit Corporation Act.

ARTICLE X
WRITTEN CONSENT

Provided the provisions of Article 1396-9.10C of the Texas Non-Profit Corporation Act are fully complied with, any action required by the Texas Non-Profit Corporation Act to be taken at a meeting of members, directors, or any committee of the Corporation, or any action that may be taken at a meeting of members, directors, or 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 XI
INCORPORATOR**

The name and street address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
<u>James A. Lemming</u>	<u>350 Glenborough, Suite 110</u> <u>Houston, Texas 77067</u>

**ARTICLE XII
DISSOLUTION**

The corporation may be dissolved with the assent given in writing and signed by Members of the Corporation representing not less than sixty-seven percent (67%) of the votes in both Class A and Class B membership as defined in Article VI. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event that 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 devoted to such similar purposes.

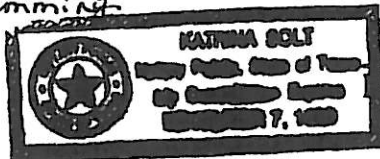
IN WITNESS WHEREOF, I have hereunder set my hand, this 13 day of November, 1997.

James A. Lemming

Print Name: James A. Lemming

STATE OF TEXAS §
 §
COUNTY OF MONTGOMERY §

This instrument was acknowledged before me on the 13 day of November, 1997, by James A. Lemming for the purposes and consideration expressed therein.



Katrina Solt

Notary Public, State of TEXAS
(Notary Seal)

RECORDER'S MEMORANDUM
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All black-outs, additions and changes were present at the time the instrument was filed and recorded.

LAW OFFICE OF JAMES A. LEMMING