



Office of the Secretary of State

CERTIFICATE OF INCORPORATION OF

SANDSPOINT CONDOMINIUM ASSOCIATION, INC.

Filing Number: 800566828

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Incorporation for the above named corporation have been received in this office and have been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Incorporation.

Issuance of this Certificate of Incorporation 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: 11/04/2005

Effective: 11/04/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

ARTICLES OF INCORPORATION OF
SANDSPOINT CONDOMINIUM ASSOCIATION, INC.

NOV 04 2005

Corporations Section

I, the undersigned natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as Incorporator of Sandspoint Condominium Association, Inc. (the "Corporation"), under the Texas Non-Profit Corporation Act (the "Act"), do hereby adopt the following Articles of Incorporation for the Corporation.

ARTICLE I

The name of the corporation is SANDSPOINT CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

The Corporation is a non-profit corporation and shall have all of the powers now or hereafter specified in, and shall be subject in all respects to the provisions of the Act.

ARTICLE III

The period of duration of this Corporation is perpetual.

ARTICLE IV

The purpose or purposes for which this Corporation is organized are:

1. To implement, exercise and enforce all applicable provisions of the Condominium Act, Article 1301a of the Texas Revised Civil Statutes, with regard to a condominium regime established, or to be established, in Houston, Harris County Texas, to be known as Sandspoint Condominiums, and to implement, exercise and enforce all applicable provisions of this Charter, the By-Laws to be adopted for this Corporation, and the Condominium Declaration filed in Volume 99, Page 14 of the Condominium Records of Harris County, Texas, and any and all amendments thereto.
2. To maintain, repair, replace, alter and improve Common Elements and Limited Common Elements of the Sandspoint Condominiums in accordance with the Condominium Declaration, this Charter and the By-Laws.
3. To operate and manage, or arrange for the operation and management of, the Sandspoint Condominiums, and all General Common Elements and Limited Common Elements, in accordance with the Condominium Declaration, this Charter and the By-Laws.
4. To obtain and maintain insurance policies covering fire and other hazards, public liability, workman's compensation, and to obtain and maintain fidelity bonds and other indemnities in accordance with the Condominium Declaration, this Charter

and the By-Laws.

5. To establish and enforce Rules and Regulations applicable to all users and Owners of condominium Units, General Common Elements and Limited Common Elements of the Sandspoint Condominiums.
6. To pay all ad valorem and other taxes, assessments or levies, and all utilities, sewer, water, sanitary and other charges, applicable to the General Common Elements or Limited Common Elements of the Sandspoint Condominiums.
7. To levy and collect an annual assessment for all common expenses, and special assessments, and any interest thereon, from Owners of condominium Units in accordance with the provisions of the Condominium Declaration, this Charter and the By-Laws.
8. To do any other thing necessary or desirable in the opinion of the Board of Directors of this Corporation for the Owners or occupants of Units in the Sandspoint Condominiums, and to do any and all other acts in connection with all of the above purposes and as provided for in the said Condominium Declaration, this Charter and the By-Laws, and to perform all specified duties and exercise all specified powers of a Council of Co-Owners under Article 1301a of the Texas Condominium Act.

ARTICLE V

The address of the initial registered office of the Corporation is 8323 S.W. Freeway, Suite 330, Houston, Texas 77074, and the name of its initial registered agent at such address is Creative Management Company.

ARTICLE VI

The number of Directors constituting the present Board of Directors of the corporation is five (5), and the name and addresses of the present Directors are:

James Cobb	6601 Sandspoint #67, Houston, Texas 77074
Adrian Hussein	6601 Sandspoint #73, Houston, Texas 77074
June Giddings	6601 Sandspoint #54, Houston, Texas 77074
James Gallmon	6601 Sandspoint #50, Houston, Texas 77074
Kwann Boyd	6601 Sandspoint #46, Houston, Texas 77074

ARTICLE VII

The name and address of the incorporator of the Corporation are Kristi A. Slaughter, 808 Travis, Suite 2600, Houston, Texas 77002.

ARTICLE VIII

1. The present Directors shall serve in accordance with the provisions of the Condominium Declaration and the By-Laws, or until their sooner resignation. The judgment of the Directors in the expenditure of funds in this Corporation during their term of office shall be final and conclusive, so long as such judgment is exercised in good faith.
2. The By-Laws of this Corporation may be amended or altered by a vote of (2/3) of the Members of this Corporation eligible to vote, except as limited in accordance with the provisions of the Condominium Declaration.
3. Every person or entity who is the owner of a fee title to a Unit in the Sandspoint Condominiums project, either present or future, shall be a Member of the Corporation. Provided however, multiple owners of a single Unit shall collectively be considered as one Member, with one of such owners to be designated as the member by a majority vote of such multiple owners. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. For purposes of determining membership, ownership shall be deemed to have vested upon delivery of a duly executed deed to a grantee.
4. Subject to the provisions contained in the Condominium Declaration, these Articles of Incorporation may be amended only by the adoption by two-thirds (2/3) of the membership of a resolution of the Board of Directors at either an annual or special meeting, provided that written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby has been given to each member entitled to vote at such meeting.

ARTICLE IX

1. The Corporation may be dissolved in accordance with the provisions of the Act; provided however, the Corporation shall not be dissolved at any time prior to a sale of the entire condominium project or termination of the condominium regime pursuant to the provisions of the Condominium Declaration.
2. The Corporation is one which does not contemplate pecuniary gain or profit to the Members thereof, and it is organized solely for non-profit purposes. In the event of liquidation, dissolution or winding up of the Corporation, whether voluntarily or involuntarily, the Directors shall dispose of the property and assets of the Corporation in such manner as they, in the exercise of their discretion deem appropriate, but in any event in accordance with all applicable of the Condominium

Declaration; provided, however, that such disposition shall be exclusively in the furtherance of the objects and purposes for which the Corporation is formed, and shall not accrue to the benefit of any Director of the Corporation or any individual having a personal or private interest in the affairs of the Corporation or any organization which engages in any activity in which the Corporation is precluded from engaging.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of November, 2005.

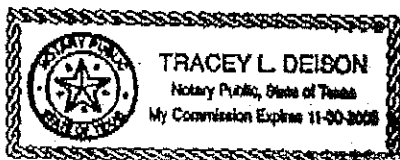
Kristi A. Slaughter
Kristi A. Slaughter, Incorporator

THE STATE OF TEXAS

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COUNTY OF HARRIS

I, the undersigned Notary Public, do hereby certify that on this 4th day of November, 2005, personally appeared before me Kristi A. Slaughter, who, being by me first duly sworn, declared that she is the person who signed the foregoing document as Incorporator, and that the statements therein contained are true.



Tracey L. Deison
Notary Public, State of Texas