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OF FIRST AMERICAN TITLE

Doc# 2004062240

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**ANNEXATION AGREEMENT
SUNRISE LAKES, SECTION (7)**

THE STATE OF TEXAS
COUNTY OF BRAZORIA

WHEREAS, by that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration"), filed in the Office of the County Clerk of Brazoria County, Texas, under Clerk's File No. 99-054940, PULTE HOMES OF TEXAS, L.P., a Texas limited partnership (the "Declarant"), imposed certain covenants, conditions and restrictions upon that certain real property, which is described and referred to as SUNRISE LAKES, SECTION ONE (1), a subdivision in Brazoria County, Texas, according to the map or plat thereof recorded in Volume 20, Pages 315 - 316 of the Plat Records of Brazoria County, Texas; and,

WHEREAS, the Declaration contemplates the addition and annexation of other and further stages or sections of the SUNRISE LAKES development; and,

WHEREAS, Declarant has developed SUNRISE LAKES, SECTION SEVEN (7) According to the map or plat recorded in Volume 24, Page 40 of the Plat Records of Brazoria County, Texas (herein called the "Property"); and,

WHEREAS, Declarant and SUNRISE LAKES COMMUNITY ASSOCIATION, INC. (the "Association"), a Texas Non-profit corporation, desire to document the annexation of the Property, which is in accord with the general plan of the SUNRISE LAKES development, to the Jurisdiction of the Association.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS THAT:

PULTE HOMES OF TEXAS, L.P., and the Association, each acting herein by and

and through their respective duly authorized officers, hereby annex the Property to the jurisdiction of the Association. In this regard, it is further understood and agreed that the Association will (i) enforce the restrictive covenants applicable to the lots to be developed out of the Property; (ii) pay for the maintenance of the lots to be developed out of the Property; and (iii) allow the owners of lots to be developed out of the Property to use all facilities and amenities of the Association in a nondiscriminatory fashion, on an equal basis and in the manner as all other owners of lots within the jurisdiction of the Association.

EXECUTED AND EFFECTIVE this 29 day of JAN, 2004.

PULTE HOMES OF TEXAS, L.P.

By: [Signature]
Name: Gregory A. Hough
Title: V.P. of Finance

SUNRISE LAKES COMMUNITY ASSOCIATION, INC.

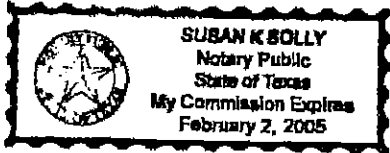
By: [Signature]
Name: TOM CANTON
Title: PRESIDENT

THE STATE OF TEXAS

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared Meggy Hough, VP Finance of PULTE HOMES OF TEXAS, L.P., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and consideration and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 29 day of January, 2004.



Susan K. Solly
NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS

My Commission Expires:

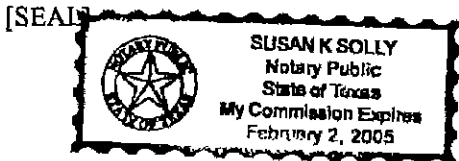
2-2-05
SUSAN K. Solly
Printed Name of Notary

THE STATE OF TEXAS

COUNTY OF HARRIS

BEFORE ME, the undersigned authority, on this day personally appeared Tom Cawthon, President, of SUNRISE LAKES COMMUNITY ASSOCIATION, INC., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purpose and consideration and in the capacity therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE THIS 29 day of January, 2004.



Susan K. Solly
NOTARY PUBLIC IN AND FOR THE STATE OF TEXAS

My Commission Expires:

2-2-05
SUSAN K. Solly
Printed Name of Notary

Return To:
Pulte Homes of Texas, L.P.
16670 Park Row #100
Houston, TX 77084
Attn: Susan Solly

Doc# 2004062240
Pages 3
10/15/2004 1:34PM
Official Records of
BRAZORIA COUNTY
JOYCE HADMAN
COUNTY CLERK
Fees 10.00

Joyce Hadman

FILED
In the Office of the
Secretary of State of Texas
SEP 03 1999
INC Corporations Section

**ARTICLES OF INCORPORATION
OF THE
SUNRISE LAKES HOMEOWNERS ASSOCIATION, INC.**

WE, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation is SUNRISE LAKES HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual

ARTICLE IV

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, if any, within SUNRISE LAKES, a residential subdivision in Brazoria County, Texas, or any other areas created by the dedication of additional property to the said subdivision (herein collectively called the "Property" or "Development"), by the Developer of the Property (herein called the "Developer") and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the above-described Property and recorded in the Official Public Records of Real Property of Brazoria 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 herewith 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 signed by two-thirds (2/3) of each class of members authorizing the Directors to act in 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) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, if any, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; however, upon submission and approval by the Federal Housing Administration and/or Veterans Administration of a general plan for the entire development of SUNRISE LAKES and of additional stage(s) of section(s) of SUNRISE LAKES, such stage(s) or section(s) will be annexed either (i) by the Board of Directors of the Association without such approval by the membership, or (ii) unilaterally by the Developer of SUNRISE LAKES by the filing of a Declaration of Covenants, Conditions and Restrictions for such additional stage(s) or section(s) vesting assessment rights as to Lots in such stage(s) or section(s) in the Association (without consent of the membership);

(h) 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 corporation is 16670 Park Row, Suite 100, Houston, Texas 77084 and the name of the initial registered agent is Kyle Davison.

ARTICLE VI

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Kyle Davison	16670 Park Row, Suite 100 Houston, Texas 77084
Kelly Cunningham	16670 Park Row, Suite 100 Houston, Texas 77084
Bob Brown	16670 Park Row, Suite 100 Houston, Texas 77084

ARTICLE VII

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of Lots in Sunrise Lakes, with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of 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. Class B members shall be the Developer and shall be entitled to three 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, which ever occurs earlier:

- (a) When the total votes outstanding in Class A membership, including votes in duly annexed areas pursuant to the Declaration of Covenants, Conditions and Restrictions filed of record covering the Property, if any, equal or exceed the total votes outstanding in Class B membership, or
- (b) On the first day of January, 2010.

ARTICLE VIII

The affairs of this Association shall be managed by a board of five (5) directors who need not be members of the Association. The number of directors may be increased by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until selection of their successors in accordance with the Bylaws are.

<u>NAME</u>	<u>ADDRESS</u>
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Kelly Cunningham	16670 Park Row, Suite 100 Houston, Texas 77084
Bob Brown	16670 Park Row, Suite 100 Houston, Texas 77084
J.R. Barnes	16670 Park Row, Suite 100 Houston, Texas 77084
Ken Caffey	16670 Park Row, Suite 100 Houston, Texas 77084

ARTICLE IX

Any person who at any time shall serve or shall heretofore have served, as a director, officer or employee of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors, and administrators of such person, shall be indemnified by the Corporation against all costs and expenses (including but not limited to counsel fees, amounts or judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which he may be involved by virtue of such person being or having been such director, officer, or employee, provided, however, that such indemnity shall not be operative with respect to (i) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such director, officer, or employee, or (ii) any matter settled or compromised, unless in the opinion of independent counsel selected by or in a manner determined by the Board of Directors, there is not reasonable ground for such person being adjudged liable for negligence or misconduct in the performance of his duties as such director, officer, or employee, or (iii) any amount paid or payable to the Corporation or such other enterprise. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholder, or otherwise.

ARTICLE X

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 XI

Amendment of these articles shall require the assent of seventy-five percent (75%) of the aggregate votes of the entire membership.

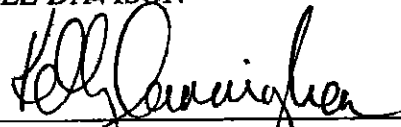
ARTICLE XII

Subject to the provisions of preceding Article IV, as long as there is a Class B membership, the following acts will require the prior approval of the Federal Housing Administration and/or Veterans Administration: annexation of additional properties, mergers and consolidations, and the dissolution and amendment of these Articles, mortgaging of Common Area, if any, and dedication of Common Area, if any.

IN WITNESS HEREOF, we have hereunto set our hands, this day 25th day of AUGUST, 1999.



KYLE DAVISON



KELLY CUNNINGHAM



BOB BROWN

THE STATE OF TEXAS

§

COUNTY OF HARRIS

§

§

I, the undersigned notary public, hereby certify that on the 25 day of August, 1999, personally appeared KYLE DAVISON, KELLY CUNNINGHAM, and BOB BROWN, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements thereon contained are true and correct

Susan Arnaud

Notary Public in and for
the State of T E X A S



Printed Name

My commission expires:

FILED
In the Office of the
Secretary of State of Texas

SEP 03 1999

INC Corporations Section

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OF THE
SUNRISE LAKES HOMEOWNERS ASSOCIATION, INC**

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(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 signed by two-thirds (2/3) of each class of members authorizing the Directors to act in 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;

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ARTICLE X

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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.

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ARTICLE XII

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IN WITNESS HEREOF, we have hereunto set our hands, this day 25th day of AUGUST, 1999.



KYLE DAVISON



KELLY CUNNINGHAM



BOB BROWN

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned notary public, hereby certify that on the 25 day of August, 1999, personally appeared KYLE DAVISON, KELLY CUNNINGHAM, and BOB BROWN, who, being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements thereon contained are true and correct

Susan Arnaud

Notary Public in and for
the State of T E X A S



Printed Name

My commission expires:
