

MAR 03 2006

ARTICLES OF MERGER

Corporations Section

Pursuant to the provisions of Article 5.04 of the Texas Non-Profit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. The attached Plan of Merger was approved by the members of each of the undersigned corporations in the manner prescribed by the Texas Non-Profit Corporation Act.
2. As to each of the undersigned corporations, the Plan of Merger was adopted in the following manner:
 - a. The Plan of Merger was adopted at a meeting of the members of Kingwood Lakes Village I Homeowners' Association, Inc. held on November 17, 2005, at which a quorum was present, and the Plan of Merger received at least two thirds (2/3) of the votes which members present at such meeting in person or by proxy were entitled to cast.
 - b. The Plan of Merger was adopted at a meeting of the members of Kingwood Lakes Community Association, Inc. held on January 10, 2006 at which a quorum was present, and the Plan of Merger received at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy were entitled to cast.

Dated this 18th day of January, 2005. *ERN*

KINGWOOD LAKES VILLAGE I
HOMEOWNERS' ASSOCIATION, INC.

By: *C. Renee Hoffinan*
C. Renee Hoffinan, President

By: *Marsha Weiss*
Marsha Weiss, Secretary

KINGWOOD LAKES COMMUNITY
ASSOCIATION, INC.

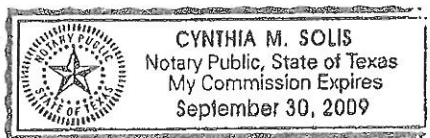
By: *Jack McGowan*
Jack McGowan, President

By: *Alan Potok*
Alan Potok, Secretary

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared C. Renee Hoffman, President of Kingwood Lakes Village I Homeowners' Association, Inc. known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 18 day of January, 2006, to certify which witness my hand and official seal.
C.M.S.

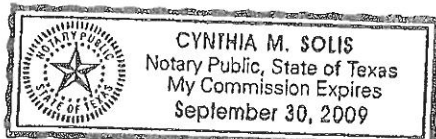


Cynthia M Solis
Notary Public – State of Texas

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared Marsha Weiss, Secretary of Kingwood Lakes Village I Homeowners' Association, Inc. known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 18 day of January, 2006, to certify which witness my hand and official seal.
C.M.S.



Cynthia M Solis
Notary Public – State of Texas

ACKNOWLEDGEMENT

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared Jack McGowan, President of Kingwood 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 executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 18th day of January, 2006, to certify which witness my hand and official seal.



Cynthia M Solis

Notary Public – State of Texas

ACKNOWLEDGEMENT

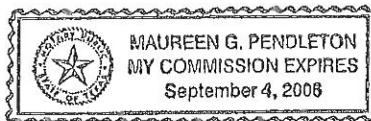
THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared Alan J. Potok, Secretary of Kingwood 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 executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 16th day of January, 2006, to certify which witness my hand and official seal.

Maureen G. Pendleton

Notary Public – State of Texas



952-23-0000