

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



Hope Andrade  
Secretary of State

EXHIBIT "B" of Management  
certificate  
recorded 1-29-10  
File# 2010008104  
(pages 16-23)

Office of the Secretary of State

**CERTIFICATE OF RESTATED ARTICLES  
OF**

**SIENNA PLANTATION RESIDENTIAL ASSOCIATION, INC.  
144882101**

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity 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 Restated Articles.

Dated: 12/09/2009

Effective: 12/09/2009



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

Phone: (512) 463-5555  
Prepared by: Angie Hurtado

Come visit us on the internet at <http://www.sos.state.tx.us/>  
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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SIENNA PLANTATION RESIDENTIAL ASSOCIATION, INC.

WHEREAS, the Articles of Incorporation of Sienna Plantation Residential Association, Inc. were filed with the Texas Secretary of State on June 9, 1997,

NOW, THEREFORE, these Amended and Restated Articles of Incorporation (the "Articles") have been adopted by at least two-thirds of the members present at a meeting where a quorum was present in person or by proxy.

ARTICLE I

The name of the corporation is Sienna Plantation Residential Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

The Association is a non-profit corporation, and shall have all the powers and duties specified in and allowable under the Texas Non-profit Corporation Act or its successor statute. No part of the assets or net earnings of this Association shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV below. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III

The period of this corporation's duration is perpetual.

ARTICLE IV

The purposes for which this corporation is formed are:

- (a) To administer and enforce the provisions of the Declaration (hereinafter defined) and such other property as may be annexed into the jurisdiction of the Association, and to be and constitute the non-profit corporation to which reference is made in that certain Declaration of Covenants, Conditions and Restrictions for Sienna Plantation (Sienna Plantation

Residential Association, Inc.) dated June 2, 1997 recorded under Clerk's File Number 9734406 in the Official Public Records of Real Property of Fort Bend County, Texas as same has been or may be amended from time to time (the "Declaration"). In order to carry out such general purposes, the Association shall have the general power to:

- (1) Fix assessments (or charges) to be levied against the lots within its jurisdiction and establish services to be provided for the benefit of its members;
  - (2) Enforce any and all covenants, conditions, restrictions and agreements applicable to the lots within its jurisdiction;
  - (3) Insofar as permitted by law and the Declaration, to do any other thing of a similar nature that will promote the common benefit and enjoyment of the owners of the property within its jurisdiction; and
  - (4) Be a member of the Sienna Plantation Property Owners Association, Inc. and perform the duties of a "Homeowners Association" as defined in and specified in that certain Declaration of Covenants, Conditions and Restrictions for Sienna Plantation (Sienna Plantation Property Owners Association, Inc.) dated October 3, 1996 and recorded in the real property records of Fort Bend County, Texas under Clerk's File Number 9670899.
- (b) Without limiting the foregoing general statement of purposes and powers, the Association shall have the power to:
- (1) Cause to be kept a complete record of all its receipts and disbursements and to present a statement thereof and a summary of the major activities of the preceding accounting period to its members on an annual basis;
  - (2) Supervise all agents and employees of the Association and to see that their duties are properly performed;
  - (3) Fix, levy and collect the assessments and other charges to be levied against each lot within its jurisdiction;
  - (4) Send written notice of each assessment to every owner subject thereto at least thirty (30) days in advance of each annual assessment;

- (5) Buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, which shall include the power to foreclose its lien on any property subject to the Declaration and any other declarations enforceable by the Association by judicial or nonjudicial means;
- (6) Procure and maintain adequate liability insurance for its Board of Directors, its officers, agents and employees;
- (7) Exercise all powers reasonably necessary to effectuate the purposes of the Association;
- (8) Manage, control, operate, maintain, preserve, repair and improve the common area and any other property acquired by the Association, or any property owned by another for which the Association, by rule, regulation, Declaration, or contract, has a right or duty to provide such services;
- (9) Borrow money for any purpose subject to such limitations as may be contained in the Declaration or the Association's Bylaws and may pledge the Association's assessments and assign its lien rights as collateral for purposes of borrowing money;
- (10) Enter into, make, perform and enforce contracts of every kind and description; and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association;
- (11) Provide or contract for services benefitting the property within its jurisdiction including, without limitation, garbage removal and any and all supplemental municipal services as may be necessary or desirable;
- (12) Contract with other associations, organizations, or groups to provide for the maintenance of property adjacent to or adjoining the property within its jurisdiction; and
- (13) Spend money for the improvement or maintenance of property in the vicinity of the property within its jurisdiction, or adjacent to or adjoining such property.

The foregoing enumeration of powers shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent powers.

The Association shall not engage in any activities or exercise any powers that are not in furtherance of the purposes set forth above in Paragraphs (a) and (b) of this Article IV. The Association 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 and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to its members as such.

#### ARTICLE V

The Association shall be a membership corporation without certificates or shares of stock. All owners, by virtue of their ownership of a lot subject to the Declaration or to a declaration of covenants, conditions and restrictions heretofore and/or hereafter imposed on property brought within the jurisdiction of the Association, are members of the Association. The members shall be divided into classes and entitled to vote in accordance with the provisions contained in the Association's Bylaws and the Declaration.

#### ARTICLE VI

The principal place of business for the Association shall be either in Fort Bend or Harris County and the name of the registered agent is Lawyer's Aid Service, Inc., registered office address is 408 West 17<sup>th</sup> Street, Suite 101, Austin, TX 78701.

#### ARTICLE VII

The business and affairs of this corporation shall be conducted, managed and controlled by a Board of Directors (the "Board"). The Board shall consist of not less than three (3) members.

All of the members of the Board shall initially be appointed by the Declarant (as same is defined in the Declaration) during the Class "B" Control Period. At a meeting of the members held immediately after the termination of the Class "B" Control Period, the members shall elect new Directors to the Board. The method of election of members of the Board, removal and filing of vacancies, and the term of office of Directors shall be as set forth in the Bylaws. The Board may delegate such operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

#### ARTICLE VIII

To the fullest extent permitted by Texas statutes, as the same exist or as they may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitation than permitted prior to such amendment), a Director of the Association shall not be liable to the Association for monetary damages for an act or omission in the Director's capacity as a Director. Any amendment of these Articles shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the Association existing at the time of such repeal or amendment.

ARTICLE IX

The Association may be dissolved only as provided in the Bylaws and by the laws of the State of Texas.

ARTICLE X

The judgment of the Directors, whether the Directors are the initial Directors or substitute Directors, in the expenditure of funds of the Association shall be final and conclusive, so long as such judgment is exercised in good business judgment.

ARTICLE XI

The Bylaws of the Association shall be adopted by the Board and shall thereafter be amended or altered by a majority vote of the Board of the Association.

ARTICLE XII

All capitalized terms used in these Amended and Restated Articles of Incorporation shall be defined in the same manner as defined in the Declaration, which definitions are incorporated herein by this reference.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been adopted by at least two-thirds of the members present at a meeting where a quorum was present in person or by proxy and executed this the 2<sup>nd</sup> day of December, 2009.

Sienna Plantation Residential Association, Inc.,  
a Texas non-profit corporation.

By: Michael J. Smith  
Print Name: Michael J. Smith  
Title: President

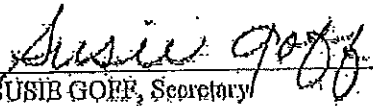
CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Siema Plantation Residential Association, Inc., a Texas non-profit corporation;

That the foregoing Amended and Restated Articles of Incorporation of Siema Plantation Residential Association, Inc., were duly adopted by a meeting of the members held on the 10<sup>th</sup> day of November, 2009 at which a quorum was present, and the amendment received at least 2/3rds of the votes which members present or represented by proxy were entitled to cast.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 3<sup>rd</sup> day of December, 2009.

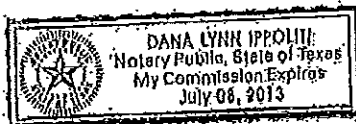
  
SUSIE GOFF, Secretary

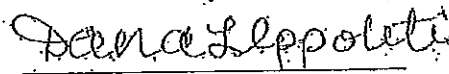
STATE OF TEXAS

COUNTY OF FORT BEND

BEFORE ME, on this day personally appeared SUSIE GOFF, the Secretary of the Siema Plantation Residential Association, Inc. known by me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed and in the capacity therein and herein stated, and as the act and deed of said entity.

Given under my hand and seal of office, this 3<sup>rd</sup> day of December, 2009.



  
Notary Public - State of Texas

DIRECTORS

Michael J. Smith  
Sienna Plantation Residential Association, Inc.  
3777 Sienna Parkway  
Missouri City, TX 77459

Susie Goff  
Sienna Plantation Residential Association, Inc.  
3777 Sienna Parkway  
Missouri City, TX 77459

George Hernandez  
Sienna Plantation Residential Association, Inc.  
3777 Sienna Parkway  
Missouri City, TX 77459

Carolyn Williams  
Sienna Plantation Residential Association, Inc.  
3777 Sienna Parkway  
Missouri City, TX 77459