

JUL 24 2006

**CERTIFICATE OF FORMATION OF
CHAMBERS LANDING HOMEOWNERS ASSOCIATION, INC.**

Corporations Section

The undersigned natural person over the age of 18, acting as an organizer adopts the following Certificate of Formation of Chambers Landing Homeowners Association, Inc.:

**ARTICLE 1
NAME**

The name of the Corporation is Chambers Landing Homeowners Association, Inc.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation.

**ARTICLE 3
PURPOSES**

The purposes for organizing the Corporation are as follows:

- a) To act as agent for the property owners of Chambers Landing Phase 1 and for any and all other property which is accepted by the Corporation for similar purposes ("Chambers Landing");
- b) To exercise all of the power and privileges and perform all of the duties and obligations of the Corporation as set forth in the Declaration of Restrictions, Covenants and Conditions dated June 12, 2006, recorded in Volume 1831, Pages 384 through 412 of the Deed Records of Navarro County, Texas (the "Declaration");
- c) To affix, levy, collect and enforce payment by any lawful means, all charges or assessments; and, as agent, 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 and to make disbursements, expenditures and payments on behalf of the property owners; and to hold as agent for the property owners reserves for periodic repairs and capital improvements to be made as directed by the property owners acting through the Board of Directors of the Corporation.

- (d) To acquire by gift, purchase or otherwise, to own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or to otherwise dispose of real or personal property in connection with the affairs of the Corporation subject to the limitations, if any, set forth in the Declaration;
- (e) To borrow money, to mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred subject to the limitations, if any, set forth in the Declaration;
- (f) To provide general sanitation and cleanliness of common areas and landscape areas of the Common Properties (as defined in the Declaration).
- (g) To provide upkeep and maintenance of the Common Properties, to enforce the deed restrictions set forth in the Declaration and to assume the obligations and duties of the Architectural Control Committee set forth in the Declaration;
- (h) To enter into and perform any contract and to exercise all powers which may be necessary or convenient to the operation, management, maintenance and administration of the affairs of Chambers Landing; and
- (i) To have and to exercise any and all powers, rights and privileges a corporation organized under the Texas Business Organizations Code may now or hereafter exercise.

ARTICLE 4
POWERS

Except as this Certificate otherwise provides, the Corporation has all the powers provided in the Texas Business Organizations Code. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate members, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE 5
RESTRICTIONS AND REQUIREMENTS

The Corporation may not pay dividends or other corporate income to its members, directors, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Business Organizations Code. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in this Certificate.

ARTICLE 6
MEMBERSHIP

The Corporation will have two classes of members as provided in the bylaws and the Declaration until the Conversion Date (as defined in the Declaration) after which it will only have one class of member.

ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is:

6426 Brentfield Drive,
Dallas, Texas 75248.

The name of the initial registered agent at this office is: Dwain D. Lindley

ARTICLE 8
MANAGING BODY OF CORPORATION

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors.

In electing directors, members may not cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates.

The initial Board will consist of three (3) persons. The initial Board will consist of the following persons at the following addresses:

Name	Address
Jimmy A. Cato, Jr.	10 Knightbridge Drive Simpsonville, South Carolina 29681
Dwain Lindley	6426 Brentfield Drive, Dallas, Texas 75248
Christopher I. Lupo	31 Melville Avenues Greenville, South Carolina 29605

The number of directors may be increased or decreased by adopting or amending the bylaws. The number of directors may not be decreased to less than three.

ARTICLE 9
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

ARTICLE 10
INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions of the Texas Business Organizations Code governing indemnification.

As the bylaws provide, the Board may define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE 11
CONSTRUCTION

All references in this Certificate to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 12
ORGANIZER

The name and street address the organizer is:

Name of Organizer	Address
Dwain D. Lindley	6426 Brentfield Drive Dallas, Texas 75248

ARTICLE 13
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the members, directors, or committee members is not effective to take the intended action unless

consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the Secretary of State, the filed documents will state that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

I execute this Certificate of Formation on June 12th, 2006


Dwan Lindley