
EXHIBIT "B"

**ARTICLES OF
INCORPORATION
OF
WATERSIDE
HOMEOWNERS
ASSOCIATION, INC.**

[FOLLOWS THIS PAGE]



Office of the Secretary of State

CERTIFICATE OF FILING
OF

WATERSIDE HOMEOWNERS, INC.
File Number: 800643377

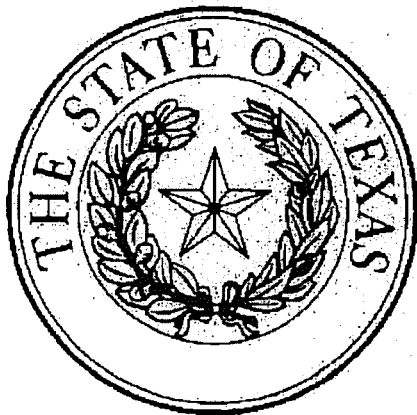
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate 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: 04/19/2006

Effective: 04/19/2006



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

Roger Williams
Secretary of State

**ARTICLES OF INCORPORATION
OF**

FILED
In the Office of the
Secretary of State of Texas
APR 19 2006

WATERSIDE HOMEOWNERS ASSOCIATION, INC.
Corporations Section

The undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation under the Texas Non-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is **WATERSIDE HOMEOWNERS, INC.**, hereinafter called the "Association". [The defined terms in these Articles shall have the meanings set forth in the Declaration (hereinafter defined).]

ARTICLE II

NON-PROFIT STATUS

The Association is a non-profit corporation.

ARTICLE III

DURATION

The period of its duration is perpetual.

ARTICLE IV

PURPOSE

The purpose or purposes for which this Association is organized is to provide for maintenance, preservation of the Common Area and architectural control of the Common Area and Lots (the "Property") described in the Declaration, and to promote the health, safety, and welfare of the residents

within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain **DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS FOR WATERSIDE**, an addition to the City of McKinney, Collin County, Texas, as same may be amended from time to time, hereinafter called the "Declaration", applicable to the Property and recorded, or to be recorded, in the Real Property Records of Collin County, Texas; and

(b) have and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law may now or hereafter have or exercise.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 4125 Fairway Drive, Suite 128, Carrollton, Texas 75010, and the name of its initial registered agent at such address is Alice Wong.

ARTICLE VI

MEMBERSHIP

The Association shall have Members.

ARTICLE VII

INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified are:

| Name | Address |
|------------------|--|
| Paul Cheng | 4125 Fairway Drive Carrollton, TX 75010 |
| Alice Wong | 4125 Fairway Drive Carrollton, TX 75010 |
| Marsha Rodriguez | 4125 Fairway Drive Carrollton, TX 75010 |

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Charles W. Spencer
8111 LBJ Freeway
Suite 920
Dallas, Texas 75251

ARTICLE IX

INDEMNITY

The Association shall indemnify, defend and hold harmless the Declarant, the Board, the Architectural Control Committee, Covenants Committee, and each director, officer, employee and agent of the Declarant, the Board, the Architectural Control Committee, and Covenants Committee from all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including attorneys' fees) incurred by such indemnified person under or in connection with the Declaration or the Properties to the fullest extent permitted by applicable law, such indemnity to include matters arising as a result of the sole or concurrent

negligence of the indemnified party, to the extent permitted by applicable law.

ARTICLE X

LIABILITY OF DIRECTORS

A director of the Association shall not be liable to the Association or its Members for monetary damages resulting from an act or omission in his or her capacity as a director of the Association, except that this Article X does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for:

1. a breach of the director's duty of loyalty to the Association or its Members;
2. an act or omission not in good faith that constitutes a breach of duty of the director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law;
3. a transaction from which the director received an improper benefit (one to which he was not otherwise entitled in a capacity other than as director); or
4. an act or omission for which the liability of a director is expressly provided by an applicable statute.

The foregoing elimination of liability to the Association shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of these Articles of Incorporation, the Bylaws of the Association, a contract or agreement, vote of directors, principle of law, or otherwise. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation of the personal liability of a director of the Association existing at the time of the repeal or modification. In addition to the circumstances in which a director of the Association is not liable to the full extent permitted by any amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act hereinafter enacted that further limits the liability of a director.

ARTICLE XI

CONSENT IN LIEU OF MEETING

Any action required by the statutes to be taken at any annual or special meeting of members or directors of the Association, or any action that may be taken at any annual or special meeting of the members or directors or of any committee, may be taken without a meeting, if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voting.

Prompt notice of the taking of any action by members, directors, or a committee without a meeting shall be given to all members, directors or committee members who did not consent in writing to the action.

A telegram, telex, cablegram, or similar transmission, or a photographic, photostatic, facsimile, or similar reproduction of a writing signed by a director, member or committee member, shall be regarded as signed by such person for the purposes of this Article.

IN WITNESS WHEREOF, I have hereunto set my hand this the 17th day of April, 2006.

Charles W. Spencer
Charles W. Spencer,
Incorporator

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



Roger Williams
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

Waterside Homeowners Association, Inc.
800643377

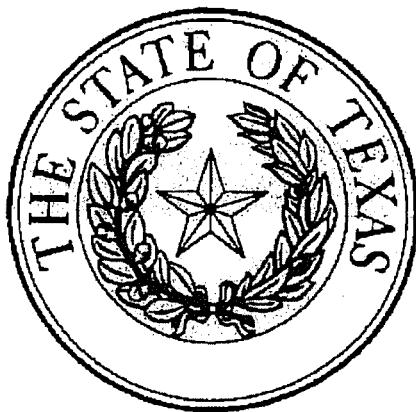
[formerly: WATERSIDE HOMEOWNERS, INC.]

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Correction relating to an instrument that has been filed by the Secretary for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing.

Dated: 05/04/2006

Effective: 05/04/2006



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

Roger Williams
Secretary of State

Form 403
(Revised 01/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: \$15



Certificate of Correction

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
MAY 04 2006

Corporations Section

Entity Information

The name of the filing entity is:

Waterside Homeowners, Inc

State the name of the entity as currently shown in the records of the secretary of state. If the certificate of correction corrects the name of the entity, state the present name and not the name as it will be corrected.

The file number issued to the filing entity by the secretary of state is: 800643377

Filing Instrument to be Corrected

The filing instrument to be corrected is: Articles of Incorporation

The date the filing instrument was filed with the secretary of state: 04/19/2006

mm/dd/yyyy

Identification of Errors and Corrections

(Indicate the errors that have been made by checking the appropriate box or boxes; then provide the corrected text.)

The entity name is inaccurate or erroneously stated. The corrected entity name is:

Waterside Homeowners Association, Inc.

The registered agent name is inaccurate or erroneously stated. The corrected registered agent name is:

Corrected Registered Agent
(Complete either A or B, but not both.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

First

Middle

Last Name

Suffix

The registered office address is inaccurate or erroneously stated. The corrected registered office address is:

Corrected Registered Office Address

| | | |
|-------------------------------------|-------------|------------------------------|
| | TX | |
| <i>Street Address (No P.O. Box)</i> | <i>City</i> | <i>State</i> <i>Zip Code</i> |

The purpose of the entity is inaccurate or erroneously stated. The purpose is corrected to read as follows:

The period of duration of the entity is inaccurate or erroneously stated.
The period of duration is corrected to read as follows:

Identification of Other Errors and Corrections

(Indicate the other errors and corrections that have been made by checking and completing the appropriate box or boxes.)

Other errors and corrections. The following inaccuracies and errors in the filing instrument are corrected as follows:

Add Each of the following provisions was omitted and should be added to the filing instrument. The identification or reference of each added provision and the full text of the provision is set forth below.

Alter The following identified provisions of the filing instrument contain inaccuracies or errors to be corrected. The full text of each corrected provision is set forth below:

Delete Each of the provisions identified below was included in error and should be deleted.

Defective Execution The filing instrument was defectively or erroneously signed, sealed, acknowledged or verified. Attached is a correctly signed, sealed, acknowledged or verified instrument.

Statement Regarding Correction

The filing instrument identified in this certificate was an inaccurate record of the event or transaction evidenced in the instrument, contained an inaccurate or erroneous statement, or was defectively or erroneously signed, sealed, acknowledged or verified. This certificate of correction is submitted for the purpose of correcting the filing instrument.

Effectiveness of Filing

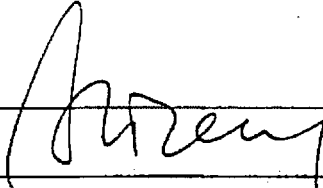
After the secretary of state files the certificate of correction, the filing instrument is considered to have been corrected on the date the filing instrument was originally filed except as to persons adversely affected. As to persons adversely affected by the correction, the filing instrument is considered to have been corrected on the date the certificate of correction is filed by the secretary of state.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date:

May 1, 06



Signature and title of authorized person (see instructions)