

EXHIBIT "C"

ARTICLES OF INCORPORATION
OF
THE VILLAGE OF STONEWOOD CONDOMINIUM OWNERS' ASSOCIATION,
INC.
(the "Corporation")

I, the undersigned natural person of the age of twenty-one years (21) or more, a citizen of the State of Texas, acting as incorporator of a corporation under the Non-profit Corporation Act (the Act), do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I NAME

The name of the corporation is THE VILLAGE OF STONEWOOD CONDOMINIUM OWNERS' ASSOCIATION, INC.

ARTICLE II Non-profit Corporation

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV. PURPOSES

The purposes for which the Corporation is organized are the civic and social betterment of the residents and property owners of THE VILLAGE OF STONEWOOD CONDOMINIUMS, a condominium project located in Angelina County, Texas, which purposes are as follows:

- A. To exercise all of the powers and privileges and to perform all of the duties of the Corporation as set forth in the Condominium Declaration for THE VILLAGE OF STONEWOOD (the Declaration)
- B. To affix, levy and collect all charges or Assessment's pursuant to the terms of the Declaration and to enforce payment thereof by any lawful means; to 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;
- C. To acquire by gift or purchase, or to otherwise own, hold, improve, build upon, operate maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation subject to the limitations of the Declaration;
- D. To barrow money, 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 of the Declaration;
- E. To promote and provide recreational facilities for the property owners;
- F. F. To provide general sanitation and cleanliness of the common areas;
- G. To provide control of insects, rodents and animals in the common areas;

H. To provide maintenance and upkeep of common areas as provided in the Declaration;

I. Except as set forth in Article VI hereof, to provide any activity necessary for the mutual benefit of the property owners, and to have and to exercise any and all powers, rights, privileges which a corporation organized under the Non-Profit Corporation laws of the State of Texas by law may now or hereafter exercise.

ARTICLE V MEMBERS

The Corporation shall have one (1) class of members as set forth and in accordance with its By-Laws and the Declaration. The value of such member's vote at meetings of the Corporation shall be in accordance with the percentages of value assigned to each condominium unit located in the condominium project as set forth in the Declaration.

ARTICLE VI. RESTRICTIONS

No part of the income or principal of the funds or property of the Corporation shall ever inure to the benefit of any Shareholder, member, Director or Officer of the Corporation, or to any other individual, except that reasonable compensation may be paid for services rendered to or for the Corporation in connection with effectuating one or more of its purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(4) or Section 528 as applicable, of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States Internal Revenue Law)

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Stonewood Drive, Lufkin, Texas, 75901. The name of the initial registered agent at this office is Darwin L. Storer.

Article VIII Board of Directors

The direction and management of the affairs of the Corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons as may be fixed by the By-Laws. However, in no event than the Board of Directors be composed of less than three (3) or mote than seven (7) members. Until changed by the By-Laws, the original number of directors shall be three (3). The names and addresses of the persons who shall serve as initial Directors of the Corporation until their successors are duly elected and qualified are as follows:

Name	Address
Darwin L Storer	100 Stonewood Drive, Lufkin, Texas, 75901
Mary Britt	100 Stonewood Drive, Lufkin, Texas, 75901
Stacey Paige	100 Stonewood Drive, Lufkin, Texas, 75901

ARTICLE IX LIMITATION ON LIABILITY OF DIRECTORS

To the fullest extent that the Act, as it exists on the date thereof or as hereafter amended, permits the limitation or elimination of the liability of Directors, no Director shall be

ARTICLES OF INCORPORATION OF THE VILLAGE OF STONEWOOD CONDOMINIUM OWNERS' ASSOCIATION, INC.

liable to the Corporation or its members for monetary damages for an act or omission in the Directors capacity as Director

ARTICLE X.
INDEMNITY

The Corporation shall indemnify any Director or Officer of the Corporation or any person acting at the express direction of a Director or Officer (Indemnities") on behalf of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such Person is or was a Director, Officer, committee member, employee, servant or agent of the Corporation or the Board of Directors against all claims and expenses including attorneys' fees reasonably incurred by such person in connection with such action, suit or proceeding. If it is found and determined by the Board of Directors or a court that such person (a) acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, or (b) with respect to any criminal action or proceeding had no reasonable cause to believe such persons conduct was unlawful. The termination of any action, suit or proceeding by settlement, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith or in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful The Board may purchase and maintain insurance on behalf of any person who is or was a Director, Officer committee member, employee, servant or agent of the Corporation or the Board of Directors, against any liability asserted against such person or incurred by such person in any capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify him against such liability hereunder or otherwise.

ARTICLE XI
CONSTRUCTION

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

ARTICLE XII
INCORPORATOR

The name and street address of the incorporator is:

Name	Street Address
Mr. Darwin L Storer	100 Stonewood Drive, Lufkin, Texas, 75901

IN WITNESS WHEREOF, I execute these Articles of Incorporation this, the _____ day of _____ 2005.

Darwin L Storer, Incorporator

SWORN TO on this _____ day of _____, 2005, by the above-named incorporator.

NOTARY PUBLIC STATE OF TEXAS

ARTICLES OF INCORPORATION OF
THE VILLAGE OF STONEWOOD CONDOMINIUM OWNERS'
ASSOCIATION, INC.