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NOV 28 1990

Corporations Section

**ARTICLES OF INCORPORATION
OF THE
BARKERS RIDGE HOMEOWNERS ASSOCIATION, INC.**

WE, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation of such corporation:

ARTICLE I

The name of the corporation is BARKERS RIDGE HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The purpose or purposes for which the Association is organized are: to provide for maintenance, preservation and architectural control of the residential Lots and Common Area, if any, within BARKERS RIDGE, a residential subdivision in Harris County, Texas, or any other areas created by the dedication of additional property to the said subdivision (herein collectively called the "Property" or "Development"), by the Developer of the Property (herein called the "Developer") and to promote the health, safety and welfare of the residents within the above-described property and any additional thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise the powers and privileges and to perform all of the duties and obligations as set forth in those restrictions applicable to the above-described Property and recorded in the Official Public Records of Real Property of Harris County, Texas;

(b) fix, levy, collect and enforce payment by any

lawful means all charges or assessments pursuant to the terms of the Declaration of Covenants, Conditions and Restrictions filed of record covering the Property, to pay all expenses in connection herewith and all office and other expenses incident to the conduct of the business of the Association including all licenses, taxes or governmental charges levied or imposed against any property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for the public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for borrowed money or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area, if any, to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members authorizing the Directors to act in behalf of the members for the purpose of accomplishing such dedication, sale or transfer;

(f) notwithstanding the foregoing paragraph (e), the Board of Directors may from time to time without authorization of the membership, grant or dedicate easements with respect to the Common Area, if any, as may be necessary or convenient to provide or assist in utility service to the Property;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, if any, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; however, upon submission and approval by the Federal Housing Administration and/or Veterans Administration of a general plan for the entire development of Barkers Ridge and of additional stage(s) of section(s) of Barkers Ridge, such stage(s) or section(s) will be annexed either (i) by the Board of Directors of the Association without such approval by the membership, or (ii) unilaterally by the Developer of Barkers Ridge by the filing of a

Declaration of Covenants, Conditions and Restrictions for such additional stage(s) or section(s) vesting assessment rights as to Lots in such stage(s) or section(s) in the Association (without consent of the membership);

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

ARTICLE V

The street address of the initial registered office of the corporation is James R. Moore, Houston, Texas and the name of the initial registered agent is One Riverway, Suite 1800, Houston, Texas 77056.

ARTICLE VI

The name and street address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James R. Moore	One Riverway, Suite 1800 Houston, Texas 77056
Richard Rue	17171 Park Row, Suite 190 Houston, Texas 77084
Steven M. Gilmore	One Riverway, Suite 1800 Houston, Texas 77056

ARTICLE VII

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners of Lots in Barkers Ridge, with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote of such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B members shall be the Developer and shall be entitled to three votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening

of either of the following events, which ever occurs earlier:

- (a) When the total votes outstanding in Class A membership, including votes in duly annexed areas pursuant to the Declaration of Covenants, Conditions and Restrictions filed of record covering the Property, if any, equal or exceed the total votes outstanding in Class B membership, or
- (b) On the first day of January, 1993.

ARTICLE VIII

The affairs of this Association shall be managed by a board of five (5) directors who need not be members of the Association. The number of directors may be increased by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of initial directors until selection of their successors in accordance with the Bylaws are:

<u>NAME</u>	<u>ADDRESS</u>
James R. Moore	One Riverway, Suite 1800 Houston, Texas 77056
Richard Rue	17171 Park Row, Suite 190 Houston, Texas 77084
Steven M. Gilmore	One Riverway, Suite 1800 Houston, Texas 77056
John L. Mattern	One Riverway, Suite 1800 Houston, Texas 77056
Gerard E. Spinnler	3207 Mulberry Hill Lane Houston, Texas 77218

ARTICLE IX

Any person who at any time shall serve or shall heretofore have served, as a director, officer or employee of the Corporation, or of any other enterprise at the request of the Corporation, and the heirs, executors, and administrators of such person, shall be indemnified by the Corporation against all costs and expenses (including but not limited to counsel fees, amounts or judgments paid, and amounts paid in settlement) reasonably incurred in connection with the defense of any claim, action, suit, or proceeding, whether civil, criminal, administrative, or other, in which he may be involved by virtue of such person being or having been such director, officer, or employee, provided, however, that

such indemnity shall not be operative with respect to (i) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such director, officer, or employee, or (ii) any matter settled or comprised, unless in the opinion of independent counsel selected by or in a manner determined by the Board of Directors, there is not reasonable ground for such person being adjudged liable for negligence or misconduct in the performance of his duties as such director, officer, or employee, or (iii) any amount paid or payable to the Corporation or such other enterprise. The foregoing indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholder, or otherwise.

ARTICLE X

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be used for similar purposes.

ARTICLE XI

Amendment of these articles shall require the assent of seventy-five percent (75%) of the aggregate votes of the entire membership.

ARTICLE XII

Subject to the provisions of preceding Article IV, as long as there is a Class B membership, the following acts will require the prior approval of the Federal Housing Administration and/or Veterans Administration: annexation of additional properties, mergers and consolidations, and the dissolution and amendment of these Articles, mortgaging of Common Area, if any, and dedication of Common Area, if any.

IN WITNESS HEREOF, we have hereunto set our hands, this day
19th day of November, 1990.

J R Moore
JAMES R. MOORE

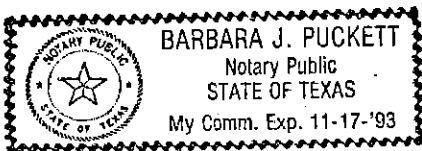
Richard Rue
RICHARD RUE

Steven M. Gilmore
STEVEN M. GILMORE

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

I, the undersigned notary public, hereby certify that on the
19th day of November, 1990, personally appeared JAMES
R. MOORE, RICHARD RUE and STEVEN M. GILMORE, who, being by me first
duly sworn, severally declared that they are the persons who signed
the foregoing document as incorporators, and that the statements
thereon contained are true and correct.

Barbara J. Puckett
Notary Public in and for
the State of T E X A S



BARBARA J. PUCKETT
Printed Name

My commission expires:
11-17-93