

ARTICLES OF INCORPORATION

OF

MILLRIDGE NORTH, SECTION 1

COMMUNITY IMPROVEMENT ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

AUG 22 1980

CLERK I.C.
Corporation Division

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 for such corporation:

ARTICLE I:

The name of the corporation is MILLRIDGE NORTH, SECTION 1, COMMUNITY IMPROVEMENT ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The street address of the initial registered office of the corporation is 825 E. Southmore, Suite 207, Pasadena, Texas 77502; and the name of its initial registered agent at such address is John Marrou.

ARTICLE IV

The corporation is a non-profit corporation.

ARTICLE V.

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property described as:

MILLRIDGE NORTH, SECTION 1

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association 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, hereinafter

called the "Declaration", applicable to the property and recorded or to be recorded in the Office of the Clerk of the County Court of Harris County, Texas, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith 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 the property of the Association;

(c) acquire (by gift, purchase or 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 Association;

(d) borrow money, and with the assent of two-thirds (2/3rds) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area 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 (2/3rds) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of members;

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

ARTICLE VI
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

CLASS A: Class A members shall be all Owners, with the exception of the Declarant, 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 for such Lot shall be exercised as they 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 Declarant (as defined in the Declaration), and shall be entitled to three (3) 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, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On January 1, 1990.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors of the Corporation shall be as fixed by the By-Laws of the Corporation, but shall be not less than three (3). The number constituting the initial board shall be three (3) and the names and addresses of the persons who are to serve as the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John Marrou	5822 Osage, Houston, Texas 77036
Jerry Kliever	P. O. Box 1999, Pasadena, Texas 77501
Thomas F. Lay	825 Southmore, Pasadena, Texas 77502

LAW OFFICES OF
THOMAS F. LAY
2 SOUTHMORE SAVINGS
BUILDING
25 SOUTHMORE AVENUE
PASADENA, TEXAS 77501

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) 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 this Association was created. In the event that 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 devoted to such similar purposes.

ARTICLE X

INCORPORATORS

The names and addresses of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
John Marrou	5822 Osage, Houston, Texas 77036
Jerry Kilewer	P. O. Box 1999, Pasadena, Texas 77502
Thomas F. Lay	825 Southmore, Pasadena, Texas 77502

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

AMENDMENTS

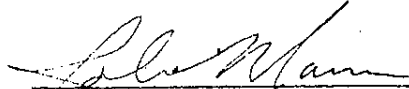
Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.


IN WITNESS WHEREOF, the undersigned, being the incorporators designated in Article IX, hereby executes these Articles of Incorporation and certifies to the truth of the facts stated therein this 21st day of August, 1980.



John Marrou



Jerry Kliever

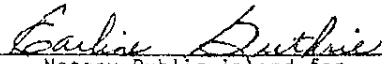


Thomas F. Lay

THE STATE OF TEXAS I
COUNTY OF HARRIS; I

BEFORE ME, the undersigned authority, on this day personally appeared JOHN MARROU, JERRY KLIEWER, and THOMAS F. LAY, known to me to be the persons whose names are subscribed to the foregoing instrument, who each being by me duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation as Incorporators, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 21st day of August, 1980.



Notary Public in and for
Harris County, T E X A S

EARLINE GUTHRIE
Notary Public in and for Harris County, Texas
My Commission Expires 11-5-81

LAW OFFICES OF
THOMAS F. LAY
12 SOUTHMORE SAVINGS
BUILDING
20 SOUTHMORE AVENUE
PASADENA, TEXAS 77502

NOTICE OF DEDICATORY INSTRUMENTS

for

MILLRIDGE NORTH, SECTION 1, COMMUNITY IMPROVEMENT ASSOCIATION

W591714
04/17/03 300120020 841.00

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

The undersigned, being the managing agent for Millridge North, Section 1, Community Improvement Association a property owners' association as defined in Section 202.001 of the Texas Property Code ("the Association"), hereby certifies as follows:

1. Property: The Property to which the Notice applies is described as follows:

Millridge North, a subdivision in Harris County, Texas according to the map or plat thereof recorded under Volume 288, Page 112 of the Map Records of Harris County, Texas.

2. Restrictive Covenants. The description of the document(s) imposing restrictive covenants on the Property, the amendment(s) to such document(s), and the recording information for such document(s) are as follows:
 - a. Documents:
 - (1). Declaration of Covenants, Conditions and Restrictions
 - (2). Amendment of Declaration of Covenants, Conditions and Restrictions

 - b. Recording Information:
 - (1). Harris County Clerk's File Number G429773
 - (2). Harris County Clerk's File Number H678762.

3. Other Dedicatory Instruments: In addition to the Restrictive Covenants identified in Paragraph 2 above, the following are Dedicatory Instruments governing the Association which were previously recorded in the Official Public Records of Real Property of Harris County, Texas:
 - a. Documents:
 - (1) Resolution Regarding Architectural Guidelines for Mill Ridge North Adopted by Unanimous Written consent of Board of Directors of Mill Ridge North Section 1, Community Improvement Association.

 - b. Recording Information
 - (1) Harris County Clerk's File No. P320966.

4. Dedicatory Instruments: In addition to the Restrictive Covenants identified in Paragraph 2 above and the Other Dedicatory Instruments identified in Paragraph 3 above, the following documents are Dedicatory Instruments governing the Association:

- (1) Articles of Incorporation of Millridge North, Section 1, Community Improvement Association.
- (2) Bylaws of Millridge North, Section I Community Improvement Association.
- (3) Amendment of Bylaws of Millridge North, Section I Community Improvement Association.

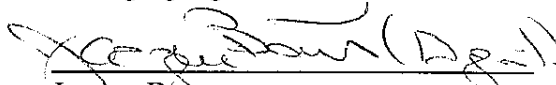
True and correct copies of such Dedicatory Instruments are attached to this Notice.

This Notice is being recorded in the Official Records of Real Property of Harris County, Texas for the purpose of complying with Section 202.006 of the Texas Property Code. I hereby certify that the information set forth in this Notice is true and correct and that the copies of the Dedicatory Instruments attached to this Notice are true and correct copies of the originals.

EXECUTED on this 12 day of February, 2003.

Millridge North, Section 1, Community Improvement Association

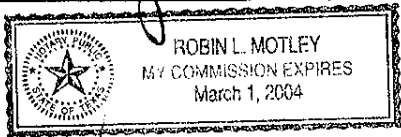
By: Crest Management
Managing Agent



Jacquie Barrett

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned notary public, on this day personally appeared Jacquie Barrett of Crest Management, the Managing Agent of Millridge North, Section 1, Community Improvement Association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purpose and in the capacity therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME on this the 12 day of February, 2003, to certify which witness my hand and official seal.




Notary Public in and for the State of Texas

Return to:

Butler & Hailey, P.C.
1616 South Voss Road, Suite 500
Houston, Texas 77057

82345

BYLAWS
OF
MILLRIDGE NORTH, SECTION I,
COMMUNITY IMPROVEMENT ASSOCIATION

ARTICLE I

NAME AND LOCATION. The name of the corporation is MILLRIDGE NORTH, SECTION I, COMMUNITY IMPROVEMENT ASSOCIATION, hereinafter referred to as the "Association". The principal office of the corporation shall be located at 825 E. Southmore, Suite 207, Pasadena, Texas 77502, but the meetings of members and directors may be held at such places within the State of Texas, County of Harris, as may be designated by the Board of Directors.

ARTICLE II

DEFINITIONS

Section 1. "Association" shall mean and refer to MILLRIDGE NORTH, SECTION I, COMMUNITY IMPROVEMENT ASSOCIATION, its successors and assigns.

Section 2. "Properties" shall mean and refer to that certain real property described in the Declaration of Covenants, Conditions and Restrictions, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 3. "Common Area" shall mean all real property owned by the Association for the common use and enjoyment of the Owners.

Section 4. "Lot" shall mean and refer to any plot of land shown upon any recorded subdivision map of the Properties within the exception of the Common Area.

Section 5. "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any lot which is a part of the Properties, including contract sellers, but excluding those having such interest merely as security for the performance of an obligation.

Section 6. "Declarant" shall mean and refer to Magnolia Investment Properties, Inc., its successors and assigns if such successors or assigns should acquire more than one undeveloped lot from the Declarant for the purpose of development.

Section 7. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions applicable to the Properties recorded in the Office of the Clerk of the County Court of Harris County, Texas.

Section 8. "Member" shall mean and refer to those persons entitled to membership as provided in the Declaration.

ARTICLE III

MEETING OF MEMBERS

Section 1. Annual Meetings. The first annual meeting of the members shall be held within one year from the date of incorporation of the Association, and each subsequent regular annual meeting of the members shall be held on the same day of the same month of each year thereafter, at the hour of 5:00 o'clock p.m. If the day for the annual meeting of the members is a legal holiday, the meeting will be held at the same hour on the first day following which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the president or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth (1/4) of all of the votes of the Class A membership.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, at least 15 days before such meeting to each member entitled to vote thereat, addressed to the member's address last appearing on the books of the Association, or supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

ARTICLE IV

BOARD OF DIRECTORS: SELECTION: TERM OF OFFICE

Section 1. Number. The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association.

Section 2. Term of Office. At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each annual meeting thereafter, the members shall elect three directors for a term of three years.

Section 3. Removal. Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

Section 4. Compensation. No director shall receive compensation for any service he may render to the Association; however, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Section 5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made from among members or non-members.

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed from time to time by resolution of the Board. Should said meeting fall upon a legal holiday, then that meeting shall be held at the same time on the next day which is not a legal holiday.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the president of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

ARTICLE VII

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

- (a) adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- (b) suspend the voting rights and right to use of the recreational facilities of a member during any period in which such member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing, for a period not to exceed 60 days for infraction of published rules and regulations;
- (c) exercise for the Association all powers, duties and authority vested in or delegated to this Association and not reserved to the membership by other provisions of these Bylaws, the Articles of Incorporation, or the Declaration;
- (d) declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- (e) employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote;
- (b) supervise all officers, agents and employees of this Association, and to see that their duties are properly performed;
- (c) as more fully provided in the Declaration, to:
 - 1. fix the amount of the annual assessment against each lot at least thirty (30) days in advance of each annual assessment period;
 - 2. send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period; and
 - 3. foreclose the lien against any property for which assessments are not paid within thirty (30) days after due date or to bring an action at law against the owner personally obligated to pay the same.
- (d) issue, or to cause an appropriate officer to issue, upon demand by any person, a certificate setting

forth whether or not any assessment has been paid. A reasonable charge may be made by the Board for the issuance of these certificates. If a certificate states an assessment has been paid, such certificate shall be conclusive evidence of such payment;

- (e) procure and maintain adequate liability and hazard insurance on property owned by the Association;
- (f) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- (g) cause the Common Area to be maintained.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Association shall be a president and vice-president, who shall at all times be members of the Board of Directors, a secretary, and a treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time giving written notice to the Board, the president or the secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

President

- (a) The president shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

- (b) The vice president shall act in the place and stead of the president in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

- (c) The secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and shall perform such other duties as required by the Board.

Treasurer

- (d) The treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Association; keep proper books of account; cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

ARTICLE IX

COMMITTEES

The Association shall appoint an Architectural Control Committee, as provided in the Declaration, and a Nominating Committee, as provided in these Bylaws. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose.

ARTICLE X

BOOKS AND RECORDS

The books, records and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Declaration, the Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE XI

ASSESSMENTS

As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are

secured by a continuing lien upon the property against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the rate of six percent (6%) per annum, and the Association may bring an action at law against the Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs, and reasonable attorney's fees of such action shall be added to the amount of such assessment. No Owner may waive or otherwise escape liability for the assessments provided for herein by nonuse of the Common Area or the abandonment of his Lot.

ARTICLE XII

AMENDMENTS

Section 1. These Bylaws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control; and in the case of any conflict between the Declaration and these Bylaws, the Declaration shall control.

ARTICLE XIII

MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

IN WITNESS WHEREOF, we, being all of the Directors of the MILLRIDGE NORTH, SECTION I, COMMUNITY IMPROVEMENT ASSOCIATION, have hereunto set our hands this 20th day of January, 1981.



John M. Marrou



Verna White




Tommy Adkins

STATE OF TEXAS ↓
COUNTY OF HARRIS ↓

BEFORE ME, the undersigned authority, on this day personally appeared John M. Marrou, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.


GIVEN under my hand and seal of office this 20th day of January, A. D., 1981.


Notary Public in and for Harris
County, Texas
Marlyn Skrabanek
Commission expires 3-31-81

STATE OF TEXAS ↓
COUNTY OF HARRIS ↓

BEFORE ME, the undersigned authority, on this day personally appeared Verna White, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.


GIVEN under my hand and seal of office this 20th day of January, A. D., 1981.


Notary Public in and for Harris
County, Texas
Marlyn Skrabanek
Commission expires 3-31-81

STATE OF TEXAS ↓
COUNTY OF HARRIS ↓

BEFORE ME, the undersigned authority, on this day personally appeared Tommy Adkins, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN under my hand and seal of office 20th day of January, A. D., 1981.


Notary Public in and for Harris
County, Texas
Marlyn Skrabanek
Commission expires 3-31-81

STATE OF TEXAS ↓

COUNTY OF HARRIS ↓

BEFORE ME, the undersigned authority, on this day personally appeared _____, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN under my hand and seal of office this _____ day of _____, A. D., 1980.

Notary Public in and for Harris
County, Texas

STATE OF TEXAS ↓

COUNTY OF HARRIS ↓

BEFORE ME, the undersigned authority, on this day personally appeared _____, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed and in the capacity therein stated.

GIVEN under my hand and seal of office this _____ day of _____, A. D., 1980.

Notary Public in and for Harris
County, Texas


CERTIFICATION

I, the undersigned, do hereby certify:

THAT I am the duly elected and acting secretary of the MILLRIDGE NORTH, SECTION I, COMMUNITY IMPROVEMENT ASSOCIATION, a Texas corporation, and,

THAT the foregoing Bylaws constitute the original Bylaws of said Association, as duly adopted at a meeting of the Board of Directors thereof, held on the _____ 20th _____ day of _____ January _____, ~~1980~~ 1981.

IN WITNESS WHEREOF, I have hereunto subscribed my name this _____ 20th _____ day of _____ January _____, ~~1980~~ 1981.



Secretary
Marlyn Skrabanek

AMENDMENT OF BYLAWS

OF

MILLRIDGE NORTH, SECTION I, COMMUNITY IMPROVEMENT ASSOCIATION

WHEREAS, all of the owners in Millridge North, Section I, Community Improvement Association wish to amend the bylaws of Millridge North, Section I, Community Association.

NOW, THEREFORE, Article IV, Section 2. Term of Office. is changed in its entirety to:

Article IV. Section 2. Term of Office. At the first Annual Meeting the members shall elect three directors, one director for a term of one year, one director for a term of two years, and one director for a term of three years; and at each annual meeting thereafter, the members shall elect a director to replace the term which expires.

NOW, THEREFORE, Article VI, Section 1. Regular Meetings. , is changed in its entirety to:

Article VI. Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held yearly without notice, at such place and hour as may be fixed from time to time by the Board of Directors.

IN WITNESS WHEREOF , we, being all of the members of the Millridge North, Section I, Community Improvement Association, have hereunto set our hands this the 30th day of September 1982.

G. Neil Fuser
Magnolia Investment Properties, Inc.

Roger Bluders
Division President
Pulte Homes Corporation

[Signature]
Southmore Savings Association

James A. Moody, Pres.
Moore Homes, Inc.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

APR 17 2003



Carol B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

RECORDER'S MEMORANDUM
AT THE TIME OF RECORDATION, THIS INSTRUMENT WAS FOUND TO BE INADEQUATE FOR THE BEST PHOTOGRAPHIC REPRODUCTION BECAUSE OF ILLEGIBILITY, CARBON OR PHOTO COPY, DISCOLORED PAPER, ETC.

17 17 2003

ARTICLES OF INCORPORATION

OF

MILLRIDGE NORTH, SECTION 1

COMMUNITY IMPROVEMENT ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

AUG 22 1980

CLERK OF
Corporation Division

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 for such corporation:

ARTICLE I.

The name of the corporation is MILLRIDGE NORTH, SECTION 1, COMMUNITY IMPROVEMENT ASSOCIATION, hereinafter called the "Association".

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The street address of the initial registered office of the corporation is 825 E. Southmore, Suite 207, Pasadena, Texas 77502; and the name of its initial registered agent at such address is John Marrou.

ARTICLE IV

The corporation is a non-profit corporation.

ARTICLE V.

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential Lots and Common Area within that certain tract of property described as:

MILLRIDGE NORTH, SECTION 1

and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association 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, hereinafter

ARTICLE VI
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

CLASS A: Class A members shall be all Owners, with the exception of the Declarant, 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 for such Lot shall be exercised as they 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 Declarant (as defined in the Declaration), and shall be entitled to three (3) 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, whichever occurs earlier:

~~(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or~~

(b) On January 1, 1990.

ARTICLE VIII

BOARD OF DIRECTORS

The number of directors of the Corporation shall be as fixed by the By-Laws of the Corporation, but shall be not less than three (3). The number constituting the initial board shall be three (3) and the names and addresses of the persons who are to serve as the initial Board of Directors are:


<u>NAME</u>	<u>ADDRESS</u>
John Marrou	5822 Osage, Houston, Texas 77036
Jerry Kliever	P. O. Box 1999, Pasadena, Texas 77501
Thomas F. Lay	825 Southmore, Pasadena, Texas 77502

LAW OFFICES OF
THOMAS F. LAY
2 SOUTHMORE SAVINGS
BUILDING
3 SOUTHMORE AVENUE
PASADENA, TEXAS 77502

IN WITNESS WHEREOF, the undersigned, being the incorporators designated in Article IX, hereby executes these Articles of Incorporation and certifies to the truth of the facts stated therein this 21st day of August, 1980.



John Marrou



Jerry Kliever



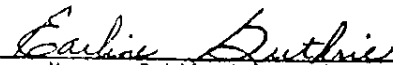
Thomas F. Lay

THE STATE OF TEXAS I

COUNTY OF HARRIS; I

BEFORE ME, the undersigned authority, on this day personally appeared JOHN MARROU, JERRY KIEWER, and THOMAS F. LAY, known to me to be the persons whose names are subscribed to the foregoing instrument, who each being by me duly sworn, severally declared that they are the persons who signed the foregoing Articles of Incorporation as Incorporators, and that the statements therein contained are true.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 21st day of August, 1980.



Notary Public in and for
Harris County, T E X A S

EARLINE GUTHRIE
Notary Public in and for Harris County, Texas
My Commission Expires 11-5-81

LAW OFFICES OF
THOMAS F. LAY
2 SOUTHMORE SAVINGS
BUILDING
23 SOUTHMORE AVENUE
HOUSTON, TEXAS 77002

The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION

OF

MILLRIDGE NORTH, SECTION 1, COMMUNITY IMPROVEMENT ASSOCIATION
CHAPTER NUMBER 529686

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT ARTICLES OF INCORPORATION FOR THE ABOVE
CORPORATION, DULY SIGNED AND VERIFIED HAVE BEEN RECEIVED IN THIS
OFFICE AND ARE FOUND TO CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SUCH SECRETARY OF STATE, AND BY
VIRTUE OF THE AUTHORITY VESTED IN HIM BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION AND ATTACHES HERETO A COPY OF THE
ARTICLES OF INCORPORATION.

DATED AUG. 22, 1980



G. W. Strake, Jr.
Secretary of State

CFB



The State of Texas
Secretary of State

DEC. 1, 1998

MILLRIDGE NORTH SECTION ONE C.I.A.
16360 PARK TEN PLACE, STE 310
HOUSTON TX 77084

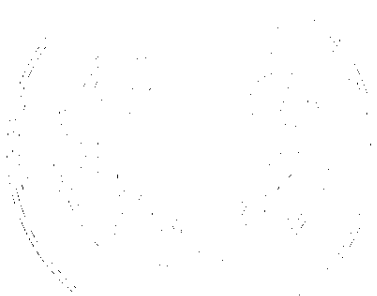
RE:
MILLRIDGE NORTH, SECTION 1, COMMUNITY IMPROVEMENT ASSOCIATION
CHARTER NUMBER 00529886401

IT HAS BEEN OUR PLEASURE TO APPROVE AND PLACE ON RECORD YOUR
CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE, OR BOTH.

THE APPROPRIATE EVIDENCE IS ATTACHED FOR YOUR FILES AND THE
ORIGINAL HAS BEEN FILED IN THIS OFFICE.

PAYMENT OF THE FILING FEE IS ACKNOWLEDGED BY THIS LETTER.

IF WE CAN BE OF FURTHER SERVICE AT ANY TIME, PLEASE LET US KNOW.



A handwritten signature in black ink, reading "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH BY A TEXAS NON-PROFIT CORPORATION

Office of the Secretary of State of Texas
NOV 25 1998
Corporations Section

The name of the corporation is MILLRIDGE NORTH, SECTION 1, CIA

The address, including street and number, of its present registered office shown in the records of the Secretary of State of the State of Texas before filing this statement is TEXAS COMMUNITY MANAGEMENT 11200 WESTHEIMER, STE 414 HOUSTON, TEXAS 77042

The address, including street and number, to which its registered office is be changed is 16360 PARK TEN PLACE DRIVE, SUITE 310 HOUSTON, TEXAS 77084

Give new address or state "no change")

The name of its present registered agent, as shown in the records of the Secretary of State of the State of Texas, before filing this statement is TEXAS COMMUNITY MANAGEMENT

The name of its new registered agent is CREST CAPITAL MANAGEMENT CO., INC.

Give new name or state "no change")

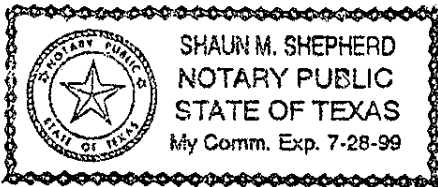
The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by: (Check One)

- A. The Board of Directors.
- B. An officer of the corporation so authorized by the Board of Directors.
- C. The members of the corporation in whom management of the corporation is vested pursuant to article 2.14C of the Non-Profit Corporation Act.

Shaun C. Layman
President or Vice President

Filed on to NOVEMBER 12 1998
(date)



Shaun M. Shepherd
Notary Public

County, Texas