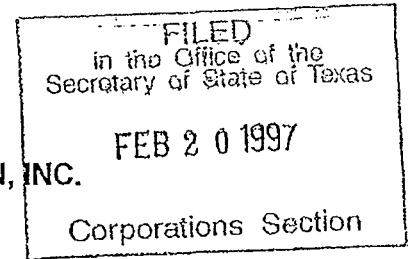


529-78-0854



ARTICLES OF INCORPORATION
OF
WORTHAM GROVE HOMEOWNERS ASSOCIATION, INC.

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

ARTICLE ONE

The name of the corporation is WORTHAM GROVE HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes called the "Association." Each capitalized term not otherwise defined herein shall have the meaning ascribed to such term in the Declaration of Covenants, Conditions and Restrictions for Wortham Grove, Section 1 filed and duly recorded in the Official Public Records of Real Property of Harris County, Texas on February 13, 1997 under Clerk's File No. S321889 (as the same may be amended from time to time, the "Declaration").

ARTICLE TWO

The Association is a non-profit corporation.

ARTICLE THREE

The period of duration is perpetual.

ARTICLE FOUR

The purpose for which this corporation is organized is to discharge those functions necessary to the general maintenance, preservation, and development of the Common Properties and Common Facilities and to enforce the Declaration for the common benefit of the members of the Association and in general, to have and exercise any and all powers, rights and privileges which a corporation organized and existing under the Texas Non-Profit Corporation Act may by law now or hereafter have.

ARTICLE FIVE

The street address of its initial registered office is:

8000 IH-10 WEST
SUITE 700
SAN ANTONIO, TEXAS 78230

The name of its initial registered agent at such address is Israel Fogiel.

(2) an act or omission not in good faith that constitutes a breach of duty of the Designated Member 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 Designated Member received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Designated Member's office; or

(4) an act or omission for which the liability of a Designated Member is expressly provided for by statute.

Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any limitation on the liability of a Designated Member of the Association existing at the time of such repeal or amendment. In addition to the circumstances in which a Designated Member of the Association is not liable as set forth in the preceding sentences, a Designated Member shall not be liable to the fullest extent permitted by any provision of the statutes of Texas hereafter enacted that further limits the liability of a director.

IN WITNESS WHEREOF, I have hereunto set my hand, this 11th day of February, 1997.



Israel Fogiel, Incorporator

ARTICLE SIX

The number of directors constituting the initial board of directors is three (3).
The names and addresses of the persons who are to serve as directors are:

- (i) Israel Fogiel
8000 IH-10 West
Suite 700
San Antonio, Texas 78230
- (ii) Pearl Fogiel
8000 IH-10 West
Suite 700
San Antonio, Texas 78230
- (iii) Guillermo Vidal
8000 IH-10 West
Suite 700
San Antonio, Texas 78230

ARTICLE SEVEN

The name and address of the Incorporator is:

Israel Fogiel
8000 IH-10 West
Suite 700
San Antonio, Texas 78230

ARTICLE EIGHT

A member of the Board of Directors, the New Construction Committee, or the Modifications Committee of the Association (collectively, the "Designated Members"; individually, "Designated Member") shall not be liable to the Association or its members for monetary damages for an act or omission in the Designated Member's capacity as a Designated Member, except that this Article does not eliminate or limit the liability of a Designated Member to the extent the Designated Member is found liable for:

- (1) a breach of the Designated Member's duty of loyalty to the Association or its members;

AFFIDAVIT REGARDING AUTHENTICITY OF DOCUMENTS

U140085

529-78-0852

AKK

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

12/22/99 201141153 U140085 \$47.00

THAT the foregoing and attached documents, including By-Laws of Wortham Grove Homeowners Association, Inc. and Articles of Incorporation of Wortham Grove Homeowners Association, Inc., are true, correct and complete photocopies of the original documents which were adopted in connection with the development of Wortham Grove Homeowners Association, Inc. and all of the properties governed thereby. Such documents constitute all of the "dedicatory instrument", as such term is defined within section 202.001(l) of the Texas Property Code, save and except those which have previously been filed/recorded in the Official Public Records of Real Property of Harris County, Texas. The foregoing and attached documents are hereby filed/recorded in compliance with the mandate of Section 202.006 of the Texas Property Code.

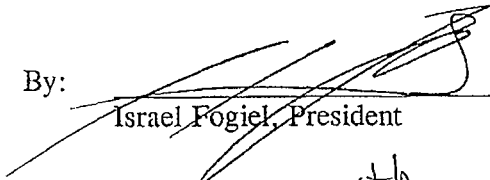
All facts recited and statements made herein are true, correct and in all respects accurate.

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5

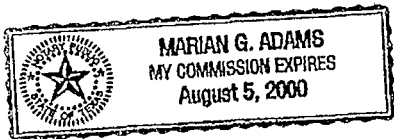
WORTHAM GROVE HOMEOWNERS ASSOCIATION, INC.


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no
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By:


Israel Fogiel, President

SUBSCRIBED AND SWORN TO BEFORE ME on this the 14th day of December, 1999.




NOTARY PUBLIC - STATE OF TEXAS

After Recording, Please Return to:
Wortham Grove Homeowners Association, Inc.
8000 IH-10 West, Suite 700
San Antonio, Texas 78230

MINUTES OF THE MEETING OF DIRECTORS
OF
WORTHAM GROVE HOMEOWNERS ASSOCIATION

The meeting of directors of the corporation was held at 16360 Park Ten Place Drive, Suite 310, Houston, Texas on March 22, 2002 at 8:30 o'clock a.m.

The following directors were present: Caroline Champness, Harvey English, and Tim Shaw, being all the directors of the corporation and a quorum.

Caroline Champness was elected chairman of the meeting and Tim Shaw was elected secretary of the meeting.

The chairman then stated that it is necessary to adopt a policy for the collection of maintenance assessments as set forth in the Collections Policy attached to these minutes as Exhibit "A." Upon motion duly made, seconded and unanimously passed, the Board:

RESOLVED that the Board of Directors of Wortham Grove Homeowners Association hereby adopts the Collections Policy attached hereto as Exhibit "A."

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated: 3/22/02

Caroline Champness
CAROLINE CHAMPNESS, CHAIRMAN

Tim Shaw
TIM SHAW, SECRETARY/TREASURER

Harvey English
HARVEY ENGLISH, VICE PRESIDENT

COLLECTIONS POLICY
WORTHAM GROVE HOMEOWNER ASSOCIATION

BEFORE 10-15	BOARD OF DIRECTORS CONFIRMS MAINTENANCE FEE AMOUNT FOR COMING YEAR
NOVEMBER	MAINTENANCE FEE STATEMENTS MAILED TO OWNERS
JANUARY 1	MAINTENANCE FEES DUE
JANUARY 31	MAINTENANCE FEES DELINQUENT - INTEREST BEGINS ACCRUING
FEBRUARY 1	SECOND NOTICE MAILED TO DELINQUENT ACCOUNTS - BILLING CHARGE OF \$5.00 ADDED TO INDIVIDUAL ACCOUNTS.
MARCH 1	CERTIFIED DEMAND LETTERS MAILED TO DELINQUENT ACCOUNTS - CHARGES FOR LETTERS (\$25.00) ADDED TO INDIVIDUAL ACCOUNTS - INVOICE DEMANDS PAYMENT WITHIN 30 DAYS
APRIL BOARD MEETING	BOARD OF DIRECTORS RECEIVES LIST OF DELINQUENT ACCOUNTS, AND AT THEIR DIRECTION, THOSE ACCOUNTS ARE TURNED OVER TO AN ATTORNEY FOR LEGAL PURSUIT.
FORECLOSURES	IF PROPERTY IS FORECLOSED BY HUD OR DEBT IS VOIDED BY A RECORDED CHAPTER 7 BANKRUPTCY FILING, ALL FEES PRIOR TO DATE OF FORECLOSURE OR BANKRUPTCY FILING ARE WRITTEN OFF UPON RECEIPT OF LEGAL DOCUMENTATION. BOARD IS INFORMED OF ALL WRITE-OFFS, WHICH APPEAR IN THE MONTH-TO-DATE GENERAL LEDGER PROVIDED IN FINANCIAL PACKAGE EACH MONTH.

CREST MANAGEMENT PROCEDURES INCLUDE:

EXHIBIT A

ALL INVOICING, INCLUDING FIRST AND SECOND NOTICES AND CERTIFIED DEMAND LETTERS.

RECEIPTING ALL CHECKS WHICH ARE DATE STAMPED ON THE CHECK.

POSTING ALL CHECKS TO INDIVIDUAL ACCOUNTS. AMOUNTS ARE POSTED FIRST TO LEGAL AND/OR DEED RESTRICTION CHARGES, THEN TO THE OLDEST MAINTENANCE FEE INVOICE.

PROVIDING BOARD OF DIRECTORS LIST OF DELINQUENT ACCOUNTS ON A MONTHLY BASIS.

PROVIDING ATTORNEY WITH UPDATED DELINQUENCY ACCOUNT LIST ON A MONTHLY BASIS.

NEGOTIATING PAYMENT AGREEMENTS WITH OWNERS

BEFORE JANUARY 1	OWNERS ARE ALLOWED TO PAY IN 3 PAYMENTS WITH NO PENALTIES OTHER THAN FINANCE CHARGES OF LAST PAYMENT AFTER FEBRUARY 1 OF EACH YEAR
AFTER JANUARY 1	OWNERS SIGN WRITTEN PAYMENT AGREEMENT - FEE OF \$25 PAYABLE TO CREST - 3 MONTH PAYOUT WITH FINANCE CHARGES ADDED

CREST MANAGEMENT DOES NOT CONTACT ANY OWNERS OTHER THAN WITH THE THREE INVOICES LISTED ABOVE. WE ALSO INCLUDE, ON ALL SECOND AND THIRD NOTICES, THE LANGUAGE APPROVED FOR DEBT COLLECTION.

CREST MANAGEMENT RECOMMENDS THE BOARD OF DIRECTORS ADOPT, BY RESOLUTION, A COLLECTION POLICY AND APPLY IT UNIFORMLY TO ALL OWNERS.