

4. In connection with the affairs of such residential subdivision, to buy, sell and deal in real property, personal property and services, and to exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act by law as may now or hereafter exercise.
5. To make, publish and enforce rules and regulations regarding the use of the common areas within the residential subdivision as provided for in the Declaration.
6. To acquire (by gift, purchase or otherwise) personal property in connection with the use, operation or enjoyment of said property, including the common areas thereof, and to dispose of any property which is no longer desirable for such purposes.
7. To acquire, own, hold, improve, build upon, operate, maintain, repair, and preserve said common areas as defined in the Declaration; to borrow money, mortgage, pledge, execute deeds of trust, or hypothecate (i) any part or all of said common areas designated and described in the Declaration, and (ii) any personal property of the Corporation, from time to time, as security for the borrowing money, or debt incurred in connection with the property.
8. Enter into, execute and perform contracts and agreements in connection with its rights, powers, duties and obligations with respect to the property, including the common areas thereof.
9. In addition to the foregoing, and not in limitation thereof, the Corporation may exercise all of the above powers, as well as any matters set forth under the Texas Non-Profit Corporation Act (and all amendments thereto), and to do all other things reasonably contemplated or implied by the provisions of the Declaration consistent with an not prohibited by the Texas Non-Profit Corporation Act and by these Articles of Incorporation.

ARTICLE FIVE

Provided, however, and notwithstanding any of the statements regarding the purposes and powers set forth in these Articles of Incorporation, more specifically in Article 4 hereof.

(a) This Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purpose of this Corporation as are set forth above, and such statements of purposes and

powers shall not be construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends, to its members as such:

(b) This Corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for non-profit purposes; and

(c) No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall have entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE SIX

Every Owner of a Living Unit within the property, as the term "Owner" and "Living Unit" are defined in the Declaration, shall automatically, upon becoming an Owner, be a member of this Corporation subject to the provisions set forth in the Declaration, which membership shall be appurtenant to the ownership of the Living Unit and may not be separated from such ownership.

ARTICLE SEVEN

The Corporation shall have two (2) classes of voting membership, and the members of the Corporation shall have voting rights as follows:

Class A. Class A members shall be all of the Owners with the exception of the Declarants as defined in the Declaration.

Class B. Class B members(s) shall be the Declarants and the Declarants shall be entitled to five (5) votes for each Lot or Living Unit owned by Declarants. The Class B membership shall cease and be converted to Class A membership on the happening of either of the two (2) following events, whichever occurs earlier:

- (a) When the total votes outstanding (in accordance with the voting rights granted to Class A and Class B members respectively), in the Class A members

equals the total votes outstanding in Class B membership, or

- (b) On the tenth (10th) anniversary date of the Declaration.

Except for the Declarant, if there be more than one (1) Owner for any Living Unit, the vote for such Living Unit in which more than one (1) persona has a fee interest shall be cast by the person having the majority interest, and in the event the person having such majority interest is unable to agree with the other Owner's relative to vote on any matter, then such Owner having less than a majority in interest shall not have a right to vote on such matter as there shall be no fractional votes. There shall be but one (1) voting right for each Living Unit irrespective of the number of Owners for the size of the Living Unit.

It shall be the duty of a member to qualify as such and to exercise said voting rights at his cost to notify the Corporation, the member shall furnish the Corporation with certified copies of instruments and other proof of ownership as may be deemed necessary by the Corporation, and until such party timely complies with the foregoing, he shall not be entitled to exercise membership and voting rights at the election of the Corporation.

ARTICLE EIGHT

The street address of its initial registered office of the Corporation is 1306 South Fry Road, Katy, Texas 77450, and the name of its initial registered agent at such address is Lawrence E. Lippincott.

ARTICLE NINE

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 the initial Directors are:

Vincent D. Kickerillo	1306 South Fry Road Katy, Texas 77450
Mary K Kickerillo	1306 South Fry Road Katy, Texas 77450
Lawrence E. Lippincott	1306 South Fry Road Katy, Texas 77450

The affairs of this Corporation shall be managed by a Board of Directors of not less than three (3) directors who need not be members of this Corporation, which Board is vested with the power to carry out the purposes of the Corporation as set forth in Article Four of these Articles of Incorporation. The number of directors shall be fixed by the By-Laws of the Corporation and amendments thereto, from time to time, except as to the number of the initial Board of Directors. No decrease in the number of directors at any time shall affect or shorten the term of any incumbent director. In the absence of a By-Law fixing the number of directors, the number of directors shall be three (3).

The initial directors named above shall hold office for a term of three (3) continuous years; thereafter, directors shall be elected or appointed in the manner and for the terms provided in the By-Laws and the amendments thereto. Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the directors constituting a quorum of the Board, without the necessity of assigning any reason or basis for such action, or may resign at any time.

ARTICLE TEN

The name and address of the incorporator is:

Sanford J. Slobin

One Riverway, Suite 1150
Houston, Texas 77056

[Signature] IN WITNESS WHEREOF, I have hereunto set my hand in duplicate originals, this day of October, 1995.

[Signature]
Sanford J. Slobin, Incorporator

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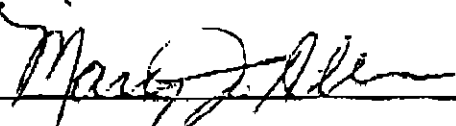
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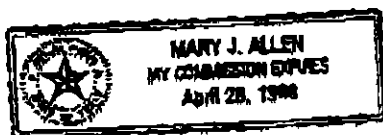
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BEFORE ME, the undersigned authority, on this day personally appeared Sanford J. Slobin, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand and seal of office this 26th day of October, 1995.



(Print or Type Name of Notary Public)
Notary Public in and for the
State of Texas



My Commission Expires: _____

