

ARTICLES OF INCORPORATION
OF
WESTCREEK VILLAGE COMMUNITY ASSOCIATION INC.

DEC 01 1989

Corporations Section

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, adopt the following Articles of Incorporation for the corporation:

ARTICLE I
CORPORATE NAME

The name of the corporation is Westcreek Village Community Association Inc.

ARTICLE II
CORPORATE ADDRESS AND AGENT

The street address of the corporation's initial registered office is 811 Dallas Avenue, Houston, Texas 77002, and the name of its initial registered agent at such address is C T Corporation System.

ARTICLE III
CORPORATE STATUS

The corporation, called the "Association" in these Articles of Incorporation, is a non-profit corporation.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed for the purposes of providing for maintenance and preservation of the properties subject to the Declaration of Covenants, Conditions, and Restrictions applicable to Westcreek Village, Section One, a subdivision to be platted in Harris County, Texas, the Declaration to be recorded in the Official Public Records of Real Property of Harris County, Texas, and any additional properties that may hereafter be made subject to the Declaration, and to promote the health, safety and welfare of the residents within the above-described property, and for these purposes 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 the Declaration and as it may be amended from time to time;

b. fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; and 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 of the votes in the Association, mortgage, pledge, deed in trust, or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;

e. dedicate, sell, or transfer all or any part of the parks, common area, facilities owned by the Association to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the board of directors; provided that any dedication, sale, or transfer other than for utility easements shall be approved by a two-thirds majority of the votes in the Association;

f. participate in mergers and consolidation with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds of the votes in the Association; and

g. 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 now or hereafter may have or exercise;

provided that none of these objects or purposes shall be construed to authorize the Association to do any act in violation of the Non-Profit Corporation Act, and all such objects or purposes are subject to the Act.

ARTICLE V MEMBERSHIP

Each person or entity who is a record owner of a fee or undivided fee interest in any property which is subject by the Declaration to assessment by the Association, including contract sellers, shall be a member of the Association. Persons or entities who hold an interest merely as security for the performance of an obligation shall not, however, be members. Membership shall be appurtenant to and may not be separated from ownership of the property which is subject to assessment by the Association. Ownership of such property shall be the sole qualification for membership.

ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of Friendswood Development Company, the Declarant as defined in the Declaration, and shall be entitled to one vote for each Lot or Commercial Unit owned, also as defined in the Declaration. When more than one person holds an interest in any Lot or Commercial Unit, all owners shall be members, but the vote for any Lot or Commercial Unit shall be exercised as the owners among themselves determine. In no event shall more than one vote be cast on behalf of any Lot or Commercial Unit. Owners shall have the right to assign their voting rights to any person or persons as they may designate by use of a proxy, fully executed and acknowledged.

Class B. The Class B member shall be the Declarant and shall be entitled to three votes for each Lot or Commercial Unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever shall first occur:

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

(b) fifteen years from the date of the Declaration.

The Class A and B members shall have no rights as such to vote as a class, except as required by the Texas Non-Profit Corporation Act, and both classes shall vote together upon all matters as one group.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five Directors, who need not be members of the Association. The number of directors may be changed by amendment of the by-laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Mary C. Baker	233 Benmar, Suite 840, Houston, Texas 77060
Richard E. Francis	233 Benmar, Suite 840, Houston, Texas 77060
Keith E. Schoonover	233 Benmar, Suite 840, Houston, Texas 77060
Ronald M. Smith	233 Benmar, Suite 840, Houston, Texas 77060
Joel P. Webb	233 Benmar, Suite 840, Houston, Texas 77060

At the first annual meeting the members shall elect three directors for a term of one year, and two directors for a term of two years; and at each annual meeting thereafter the members shall elect directors for a term of two years, in the number required to maintain the membership of the Board at five, or such number as is set forth in the by-laws from time to time, if otherwise.

ARTICLE VIII
AMENDMENTS

Amendment of these Articles shall require the assent in writing of two-thirds of the votes in the Association at the time of amendment.

ARTICLE IX
DURATION

The Association shall exist perpetually.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent of two-thirds of the votes in the Association at the time of dissolution. 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, the 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 XI
INCORPORATORS

The street address of the incorporator is 233 Benmar, Suite 840, Houston, Texas 77060.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Texas, I, the incorporator of this Association, have executed these Articles of Incorporation on November 30, 1989.


Robert F. Bradley

OK _____
FORMS MDU
OK _____
TRANS. _____
OK _____
CNTRL. MDU

STATE OF TEXAS

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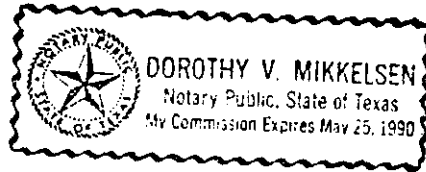
COUNTY OF HARRIS

I, the undersigned authority, a Notary Public in and for Harris County, Texas, do hereby certify that on November 30, 1989, personally appeared Robert F. Bradley, 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.

Signed and sealed on November 30, 1989.

Dorothy V. Mikkelsen
Notary Public, State of Texas

W-715
11-30-89



STATE OF TEXAS §

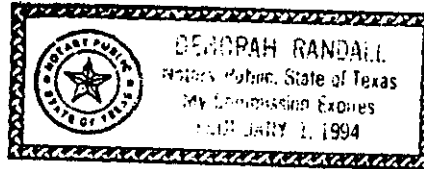
COUNTY OF HARRIS §

Before me, a notary public, on this day, personally appeared Keith E. Schoonover, known to me to be the person whose name is subscribed to the foregoing document and, being first duly sworn, declared that the statements therein are true and correct.

Given under my hand and seal on May 9, 1990.

Deborah Randall

W-731



ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF WESTCREEK VILLAGE COMMUNITY ASSOCIATION

FILED
In the Office of the
Secretary of State of Texas

MAY 17 1990

Corporations Section

Pursuant to the provisions of Article 4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

I.

The name of the corporation is Westcreek Village Community Association Inc.

II.

Article VIII of the Articles of Incorporation is hereby amended so as to read as follows:

VIII. AMENDMENTS

Amendment of these Articles shall require the assent in writing of two-thirds of the votes in the Association at the time of Amendment, and as long as the declarant of the Declaration controls a majority of the votes in the Association, approval of the Federal Housing Administration and/or the Veterans Administration.

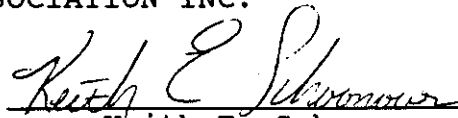
III.

This amendment was adopted by a consent in writing signed on behalf of all members entitled to vote with respect thereto.

Dated May 9, 1990.

WESTCREEK VILLAGE COMMUNITY
ASSOCIATION INC.

BY



Keith E. Schoonover
President